STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 3
AMENDED REPORT ☐

APPLICATION FOR PERMIT TO DRILL	1. WELL NAME and NUMBER: 16-12-46 BTR
2. TYPE OF WORK: DRILL NEW WELL ◉ REENTER P&A WELL ○ DEEPEN WELL ○	3. FIELD OR WILDCAT: ALTAMONT
4. TYPE OF WELL: Oil Well Coalbed Methane Well: NO	5. UNIT or COMMUNITIZATION AGREEMENT NAME
6. NAME OF OPERATOR: BILL BARRETT CORP	7. OPERATOR PHONE: 303 312-8164
8. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300, Denver, CO, 80202	9. OPERATOR E-MAIL: dspencer@billbarrettcorp.com
10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE): 2OG0005608 / 11. MINERAL OWNERSHIP: FEDERAL ○ INDIAN ◉ STATE ○ FEE ○	12. SURFACE OWNERSHIP: FEDERAL ○ INDIAN ◉ STATE ○ FEE ○
13. NAME OF SURFACE OWNER (if box 12 = 'fee')	14. SURFACE OWNER PHONE (if box 12 = 'fee')
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee')	16. SURFACE OWNER E-MAIL (if box 12 = 'fee')
17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN'): UTE / 18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS: YES ○ (Submit Commingling Application) NO ◉	19. SLANT: VERTICAL ◉ DIRECTIONAL ○ HORIZONTAL ○

20. LOCATION OF WELL	FOOTAGES	QTR-QTR	SECTION	TOWNSHIP	RANGE	MERIDIAN
LOCATION AT SURFACE	655 FSL 750 FEL	SESE	12	4.0 S	6.0 W	U
Top of Uppermost Producing Zone	655 FSL 750 FEL	SESE	12	4.0 S	6.0 W	U
At Total Depth	655 FSL 750 FEL	SESE	12	4.0 S	6.0 W	U

21. COUNTY	22. DISTANCE TO NEAREST LEASE LINE (Feet)	23. NUMBER OF ACRES IN DRILLING UNIT
DUCHESNE	4499	640
	25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed): 6257	26. PROPOSED DEPTH: MD: 8500 TVD: 8500
27. ELEVATION - GROUND LEVEL: 6234	28. BOND NUMBER: LPM 8874725	29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE: Duchesne City Culinary Water Dock

ATTACHMENTS

VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES

☑ WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER	☑ COMPLETE DRILLING PLAN
☐ AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)	☐ FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER
☐ DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)	☑ TOPOGRAPHICAL MAP

NAME Elaine Winick	TITLE Sr. Permit Analyst	PHONE 303 293-9100
SIGNATURE	DATE 11/05/2010	EMAIL ewinick@billbarrettcorp.com

API NUMBER ASSIGNED	APPROVAL
43013504670000	Permit Manager

Proposed Hole, Casing, and Cement						
String	**Hole Size**	**Casing Size**	**Top (MD)**	**Bottom (MD)**		
Cond	26	16	0	80		
Pipe	**Grade**	**Length**	**Weight**			
	Unknown	80	65.0			

Proposed Hole, Casing, and Cement						
String	**Hole Size**	**Casing Size**	**Top (MD)**	**Bottom (MD)**		
Surf	14.75	10.75	0	3000		
Pipe	**Grade**	**Length**	**Weight**			
	Grade J-55 Buttress	3000	45.5			

Proposed Hole, Casing, and Cement						
String	**Hole Size**	**Casing Size**	**Top (MD)**	**Bottom (MD)**		
Prod	7.875	5.5	0	8500		
Pipe	**Grade**	**Length**	**Weight**			
	Grade P-110 LT&C	8500	17.0			

DRILLING PLAN

BILL BARRETT CORPORATION
16-12-46 BTR
SESE, 655' FSL, 750' FEL, Section 12-T4S-R6W (surface)
Duchesne County, Utah

1 - 3. **Estimated Tops of Geological Markers and Formations Expected to Contain Water, Oil and Gas and Other Minerals**

Formation	Depth – MD
Lower Green River	4145'
Douglas Creek	4990'
Black Shale	5830'
Castle Peak	6050'
Wasatch	6585'
TD	8500'

*PROSPECTIVE PAY
The Lower Green River and Wasatch are primary objectives for oil/gas.

4. **Casing Program**
A) Planned Program

Hole Size	SETTING DEPTH (FROM)	(TO)	Casing Size	Casing Weight	Casing Grade	Thread	Condition
26"	Surface	80'	16"	65#			
14 3/4"	surface	3000'	10-3/4"	45.5#	J or K 55	BT&C	New
9-7/8" & 7-7/8"	surface	TD	5 ½"	17#	P-110	LT&C	New

NOTE: If necessary due to lost circulation, BBC would like to request the option to set 7-5/8", 33.70# P-110 LT&C to a depth of 6000', then drill a 6-1/2" hole to TD and run 5-1/2" casing as a 2000' liner (200' liner lap).

5. **Cementing Program**
A) Planned Program

16" Conductor Casing	Grout
14-3/4" hole for 10-3/4" Surface Casing	Lead with approximately 790 sx Halliburton Light Premium with additives mixed at 11.0 ppg (yield = 3.16 ft^3/sx) circulated to surface with 75% excess. Tail with approximately 360 sx Halliburton Premium cement with additives mixed at 14.8 ppg (yield = 1.36 ft^3/sx). Calculated hole volume with 75% excess.
9-7/8 hole for 5 ½" Production Casing May reduce hole size to 7-7/8" at 6000' if minimal hole problems.	Lead with approximately 420 sx Tuned Light cement with additives mixed at 11.0 ppg (yield = 2.31 ft^3/sx). Tail with approximately 940 sx Halliburton Econocem cement with additives mixed at 13.5 ppg (yield = 1.42 ft^3/sx). Planned TOC 2500'.

NOTE: If 7-5/8" casing is necessary at 6000', we would cement with 250 sx of 12.7 PPG lead 50/50 Poz with 8% gel (1000' of fill with 100% excess, yield 1.80 cuft/sx) and 200 sx of 15.8 ppg tail Class G or H (500' of fill with 100% excess, yield 1.18 cuft/sx.) We will perform a FIT to 10.2 ppg after drilling 20' of new hole.

The 5-1/2" liner would be cemented with 300 sx of Class G 50/50 Poz w/ 2% gel (14.2 ppg) with additives from TD to 200' above TOL.

6. Mud Program

Interval	Weight	Viscosity	Fluid Loss (API filtrate)	Remarks
0' – 80'	8.3 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
80' – 3,000'	8.3 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
3,000' – TD	8.6 – 9.7	42-52	20 cc or less	DAP Polymer Fluid System
Note: Sufficient mud materials to maintain mud properties, control lost circulation and to contain "kicks" will be available at wellsite. BBC may require minor amounts of diesel to be added to its fluid system in order to reduce torque and drag.				

7. BOP and Pressure Containment Data

Depth Intervals	BOP Equipment
0 – 3,000'	No pressure control required
3,000' – TD	11" 5000# Ram Type BOP 11" 5000# Annular BOP
- Drilling spool to accommodate choke and kill lines;	
- Ancillary and choke manifold to be rated @ 5000 psi;	
- Ancillary equipment and choke manifold rated at 5,000 psi. All BOP and BOPE tests will be in accordance with the requirements of onshore Order No. 2;	
- The BLM and the State of Utah Division of Oil, Gas and Mining will be notified 24 hours in advance of all BOP pressure tests.	
- BOP hand wheels may be underneath the sub-structure of the rig if the drilling rig used is set up To operate most efficiently in this manner.	

8. Auxiliary Equipment

a) Upper kelly cock; lower Kelly cock will be installed while drilling
b) Inside BOP or stab-in valve (available on rig floor)
c) Safety valve(s) and subs to fit all string connections in use
d) Mud monitoring will be visually observed

9. Testing, Logging and Core Programs

Cores	None anticipated
Testing	None anticipated; drill stem tests may be run on shows of interest;
Sampling	30' to 50' samples; surface casing to TD. Preserve samples all show intervals;
Surveys	MWD as needed to land wellbore;
Logging	DIL-GR-SP, FDC-CNL-GR-CALIPER-Pe-Microlog, Sonic-GR (all TD to surface). FMI & Sonic Scanner to be run at geologist's discretion.

If BBC pursues the "Alternate" program, a suite of the above logs will be run on both the intermediate and production hole sections.

10. Anticipated Abnormal Pressures or Temperatures

No abnormal pressures or temperatures or other hazards are anticipated.

Maximum anticipated bottom hole pressure equals approximately 4287 psi* and maximum anticipated surface pressure equals approximately 2417 psi** (bottom hole pressure minus the pressure of a partially evacuated hole calculated at 0.22 psi/foot).

*Max Mud Wt x 0.052 x TD = A (bottom hole pressure)
**Maximum surface pressure = A – (0.22 x TD)

11. Location and Type of Water Supply

Water for the drilling and completion will be trucked from the Duchesne City Culinary Water Dock located in Sec. 1, T4S, R5W.

12. Drilling Schedule

Location Construction:	Approximately October 1, 2011
Spud:	Approximately October 15, 2011
Duration:	15 days drilling time
	45 days completion time

PRESSURE CONTROL EQUIPMENT – Schematic Attached

A. Type: Eleven (11) Inch Double Gate Hydraulic BOP with Eleven (11) Inch Annular Preventer. The blow out preventer will be equipped as follows:

1. One (1) blind ram (above).
2. One (1) pipe ram (below).
3. Drilling spool with two (2) side outlets (choke side 3-inch minimum, kill side 2-inch minimum).
4. 3-inch diameter choke line.
5. Two (2) choke line valves (3-inch minimum).
6. Kill line (2-inch minimum).
7. Two (2) chokes.
8. Two (2) kill line valves, one of which shall be a check valve (2-inch minimum).
9. Upper kelly cock valve with handles available.
10. Safety valve(s) & subs to fit all drill string connections in use.
11. Pressure gauge on choke manifold.
12. Fill-up line above the uppermost preventer.

B. Pressure Rating: 3,000 psi

C. Testing Procedure:

Annular Preventer

At a minimum, the Annular Preventer will be pressure tested to 50% of the rated working pressure for a period of ten (10) minutes or until provisions of the test are met, whichever is longer.

At a minimum the above pressure test will be performed:

1. When the annular preventer is initially installed;
2. Whenever any seal subject to test pressure is broken;
3. Following related repairs; and
4. At thirty (30) day intervals.

In addition, the Annular Preventer will be functionally operated at least weekly.

Blow-Out Preventer

At a minimum, the BOP, choke manifold, and related equipment will be pressure tested to the approved working pressure of the BOP stack (if isolated from the surface casing by a test plug) or to 70% of the internal yieldstrength of the surface casing (if the BOP is not isolated from the casing by a test plug). Pressure will be

maintained for a period of at least ten (10) minutes or until the requirmentsof the test are met, whichever is longer.

At a minimum, the above pressure test will be performed:

1. When the BOP is initially installed;
2. Whenever any seal subject to test pressure is broken;
3. Following related repairs; and
4. At thirty (30) day intervals.

In addition the pipe and blind rams will be activated each trip, but not more than once each day. All BOP drills and tests will be recorded in the IADC driller's log.

D. Choke Manifold Equipment:

All choke lines will be straight lines unless turns use tee blocks or are targeted with running tees, and will be anchored to prevent whip and vibration.

E. Accumulator:

The accumulator will have sufficient capacity to open the hydraulically-controlled choke line valve (if so equipped), close all rams plus the annular preventer, and retain a minimum of 200 psi above precharge on the closing manifold without the use of closing unit pumps. The fluid reservoir capacity will be double the usable fluid volume of the accumulator system capacity and the fluid level of the reservoir will be maintained at the manufacturer's recommendations.

The BOP system will have two (2) independent power sources to close the preventers. Nitrogen bottles (3 minimum) will be one (1) of these independent power sources and will maintain a charge equal to the manufacturer's specifications.

The accumulator precharge pressure test will be conducted prior to connecting the closing unit to the BOP stack and at least once every six (6) months thereafter. The accumulator pressure will be corrected if the measured precharge pressure is found to be above or below the maximum or minimum limits specified in the *Onshore Oil & Gas Order Number 2.*

A manual locking device (i.e. hand wheels) or automatic locking device will be installed on all systems of 2M or greater. A valve will be installed in the closing line as close as possible to the annular preventer to act as a locking device. This valve will be maintained in the open position and will be closed only when the power source for the accumulator is inoperative.

Remote controls shall be readily accessible to the driller. Remote controls for all 3M or greater systems will be capable of closing all preventers. Remote controls for 5M or greater systems will be capable of both opening and closing all preventers. Master controls will be at the accumulator and will be capable of opening and closing all preventers and the choke line valve (if so equipped).

F. Miscellaneous Information:

The Blow-Out Preventer and related pressure control equipment will be installed, tested and maintained in compliance with the specifications in and requirements of *Onshore Oil & Gas Order Number 2.* The choke manifold will be located outside the rig sub-structure. The hydraulic BOP closing unit will be located at least twenty-five (25) feet from the well head but readily accessible to the driller. Exact locations and configurations of the hydraulic BOP closing unit will depend upon the particular rig contracted to drill this hole.

A flare line will be installed after the choke manifold, extending 125 feet (minimum) from the center of the drill hole to a separate flare pit.

Bill Barrett Corporation

LAKE CANYON & BLACK TAIL RIDGE CEMENT VOLUMES

Well Name: 16-12-46 BTR

Surface Hole Data:

Total Depth:	3,000'
Top of Cement:	0'
OD of Hole:	14.750"
OD of Casing:	10.750"

Calculated Data:

Lead Volume:	2433.9	ft^3
Lead Fill:	2,500'	
Tail Volume:	486.8	ft^3
Tail Fill:	500'	

Cement Data:

Lead Yield:	3.16	ft^3/sk
% Excess:	75%	
Top of Lead:	0'	

Tail Yield:	1.36	ft^3/sk
% Excess:	75%	
Top of Tail:	2,500'	

Calculated # of Sacks:

# SK's Lead:	790
# SK's Tail:	360

Production Hole Data:

Total Depth:	8,500'
Top of Cement:	2,500'
Top of Tail:	5,000'
OD of Hole:	8.750"
OD of Casing:	5.500"

Calculated Data:

Lead Volume:	947.2	ft^3
Lead Fill:	2,500'	
Tail Volume:	1326.2	ft^3
Tail Fill:	3,500'	

Cement Data:

Lead Yield:	2.31	ft^3/sk
Tail Yield:	1.42	ft^3/sk
% Excess:	50%	

Calculated # of Sacks:

# SK's Lead:	420
# SK's Tail:	940

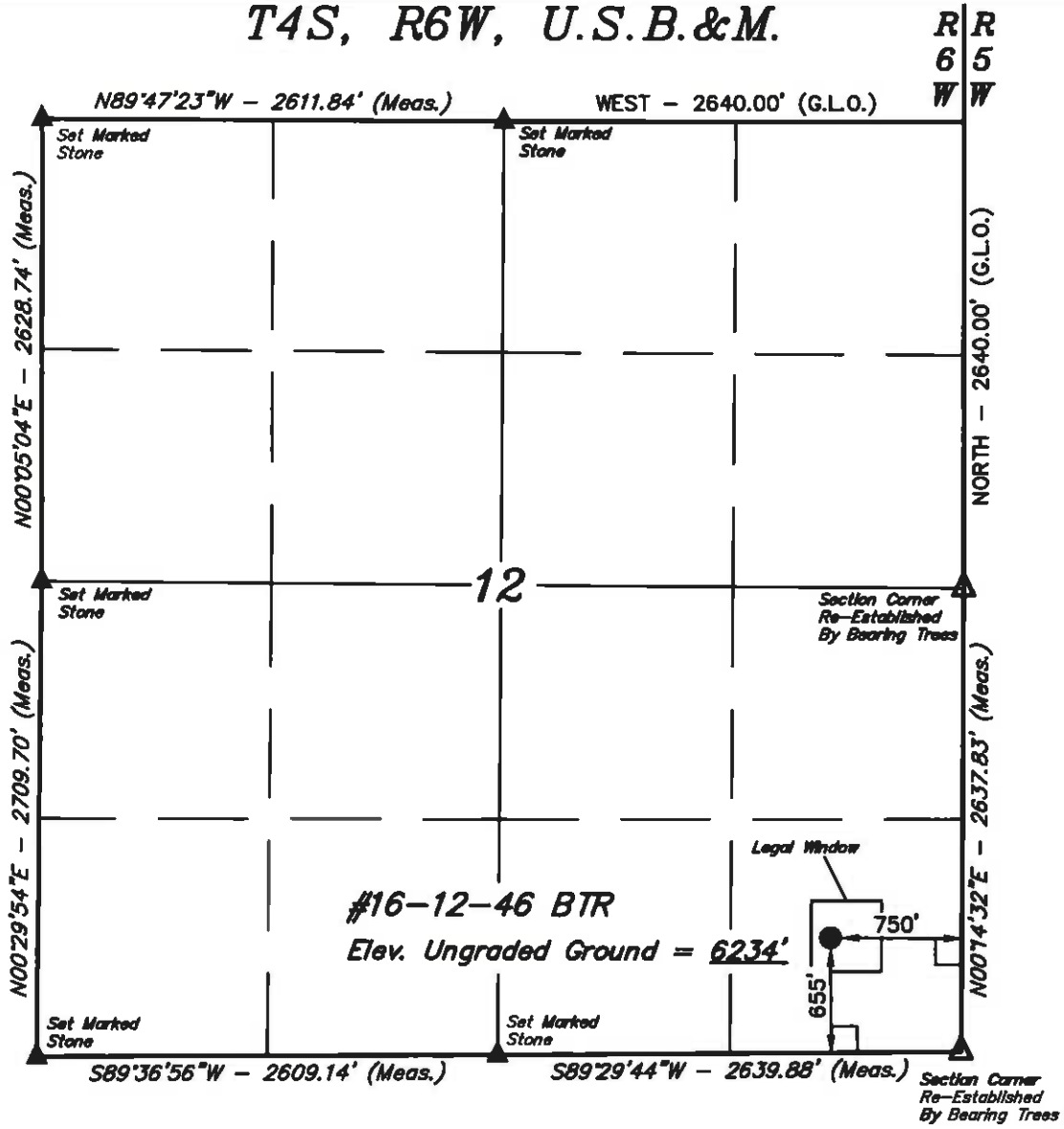
'APIWellNo:43013504670000'

16-12-46 BTR Proposed Cementing Program

Job Recommendation			Surface Casing
Lead Cement - (2500' - 0')			
Halliburton Light Premium	Fluid Weight:	11.0	lbm/gal
5.0 lbm/sk Silicalite Compacted	Slurry Yield:	3.16	ft^3/sk
0.25 lbm/sk Kwik Seal	Total Mixing Fluid:	19.48	Gal/sk
0.125 lbm/sk Poly-E-Flake	Top of Fluid:	0'	
2.0% Bentonite	Calculated Fill:	2,500'	
	Volume:	433.46	bbl
	Proposed Sacks:	**790**	**sks**
Tail Cement - (TD - 2500')			
Premium Cement	Fluid Weight:	14.8	lbm/gal
2.0% Calcium Chloride	Slurry Yield:	1.36	ft^3/sk
	Total Mixing Fluid:	6.37	Gal/sk
	Top of Fluid:	2,500'	
	Calculated Fill:	500'	
	Volume:	86.69	bbl
	Proposed Sacks:	**360**	**sks**

Job Recommendation			Production Casing
Lead Cement - (5000' - 2500')			
Tuned Light™ System	Fluid Weight:	11.0	lbm/gal
	Slurry Yield:	2.31	ft^3/sk
	Total Mixing Fluid:	10.65	Gal/sk
	Top of Fluid:	2,500'	
	Calculated Fill:	2,500'	
	Volume:	168.70	bbl
	Proposed Sacks:	**420**	**sks**
Tail Cement - (8500' - 5000')			
Econocem™ System	Fluid Weight:	13.5	lbm/gal
0.125 lbm/sk Poly-E-Flake	Slurry Yield:	1.42	ft^3/sk
1.0 lbm/sk Granulite TR 1/4	Total Mixing Fluid:	6.61	Gal/sk
	Top of Fluid:	5,000'	
	Calculated Fill:	3,500'	
	Volume:	236.20	bbl
	Proposed Sacks:	**940**	**sks**

'APIWellNo:43013504670000'



BILL BARRETT CORPORATION

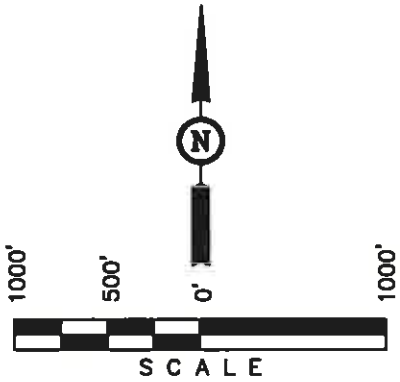
Well location, #16-12-46 BTR, located as shown in the SE 1/4 SE 1/4 of Section 12, T4S, R6W, U.S.B.&M., Duchesne County, Utah.

BASIS OF ELEVATION

BENCH MARK (M67) LOCATED IN THE SW 1/4 OF SECTION 9, T5S, R4W, U.S.B.&M., TAKEN FROM THE DUCHESNE SE, QUADRANGLE, UTAH, DUCHESNE COUNTY, 7.5 MINUTE QUAD. (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 6097 FEET.

BASIS OF BEARINGS

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.



CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH

REGISTERED LAND SURVEYOR
No. 161319
ROBERT L. KAY
STATE OF UTAH

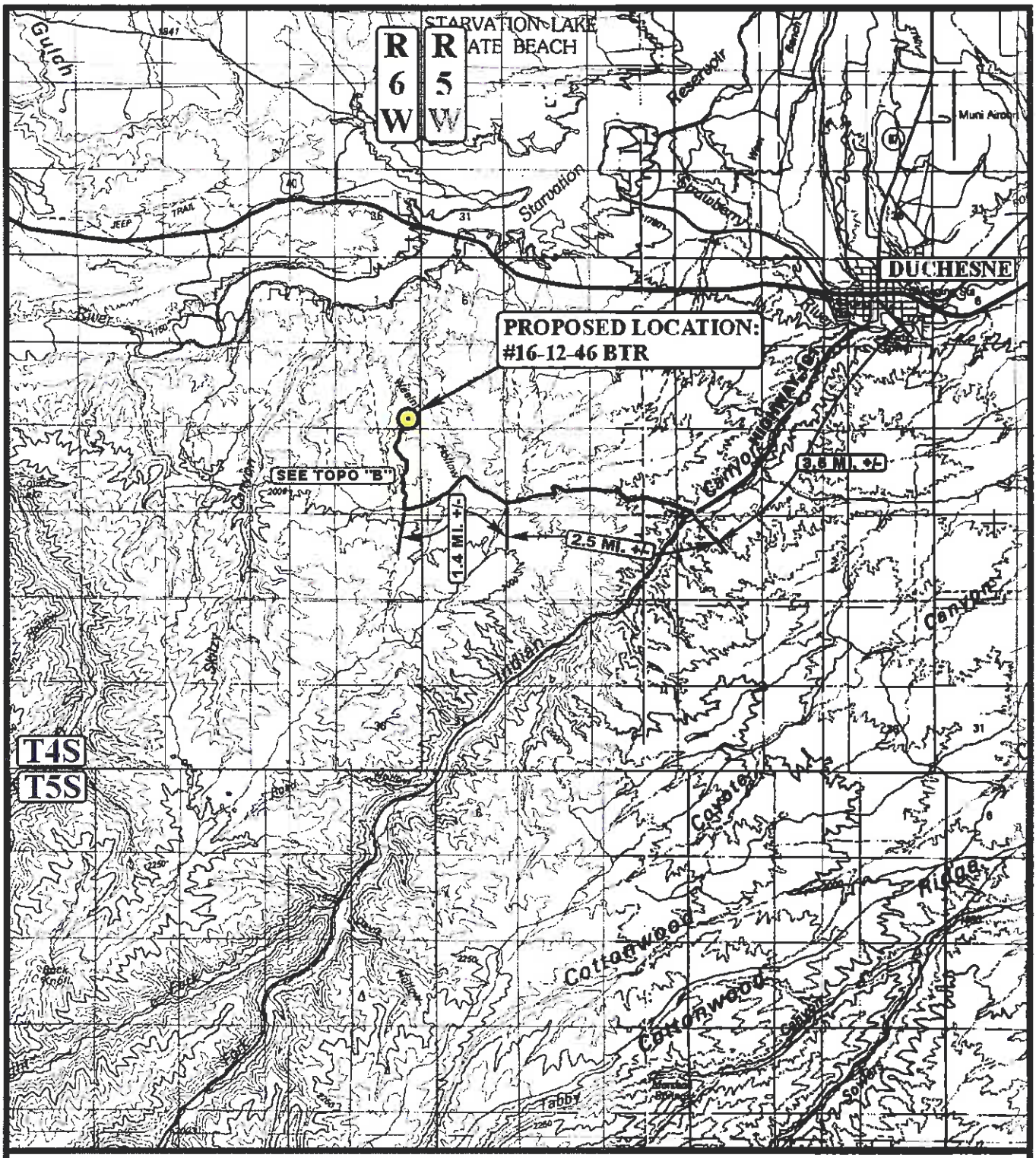
LEGEND:

- └ = 90° SYMBOL
- ● = PROPOSED WELL HEAD.
- ▲ = SECTION CORNERS LOCATED.
- △ = SECTION CORNERS RE-ESTABLISHED. (Not Set on Ground.)

(NAD 83)
LATITUDE = 40°08'31.04" (40.141956)
LONGITUDE = 110°30'17.48" (110.504856)
(NAD 27)
LATITUDE = 40°08'31.19" (40.141997)
LONGITUDE = 110°30'14.92" (110.504144)

UINTAH ENGINEERING & LAND SURVEYING
85 SOUTH 200 EAST – VERNAL, UTAH 84078
(435) 789-1017

SCALE: 1" = 1000'	DATE SURVEYED: 7-15-10	DATE DRAWN: 08-13-10
PARTY: C.R. B.H. C.C.	REFERENCES: G.L.O. PLAT	
WEATHER: HOT	FILE: BILL BARRETT CORPORATION	



LEGEND:

PROPOSED LOCATION

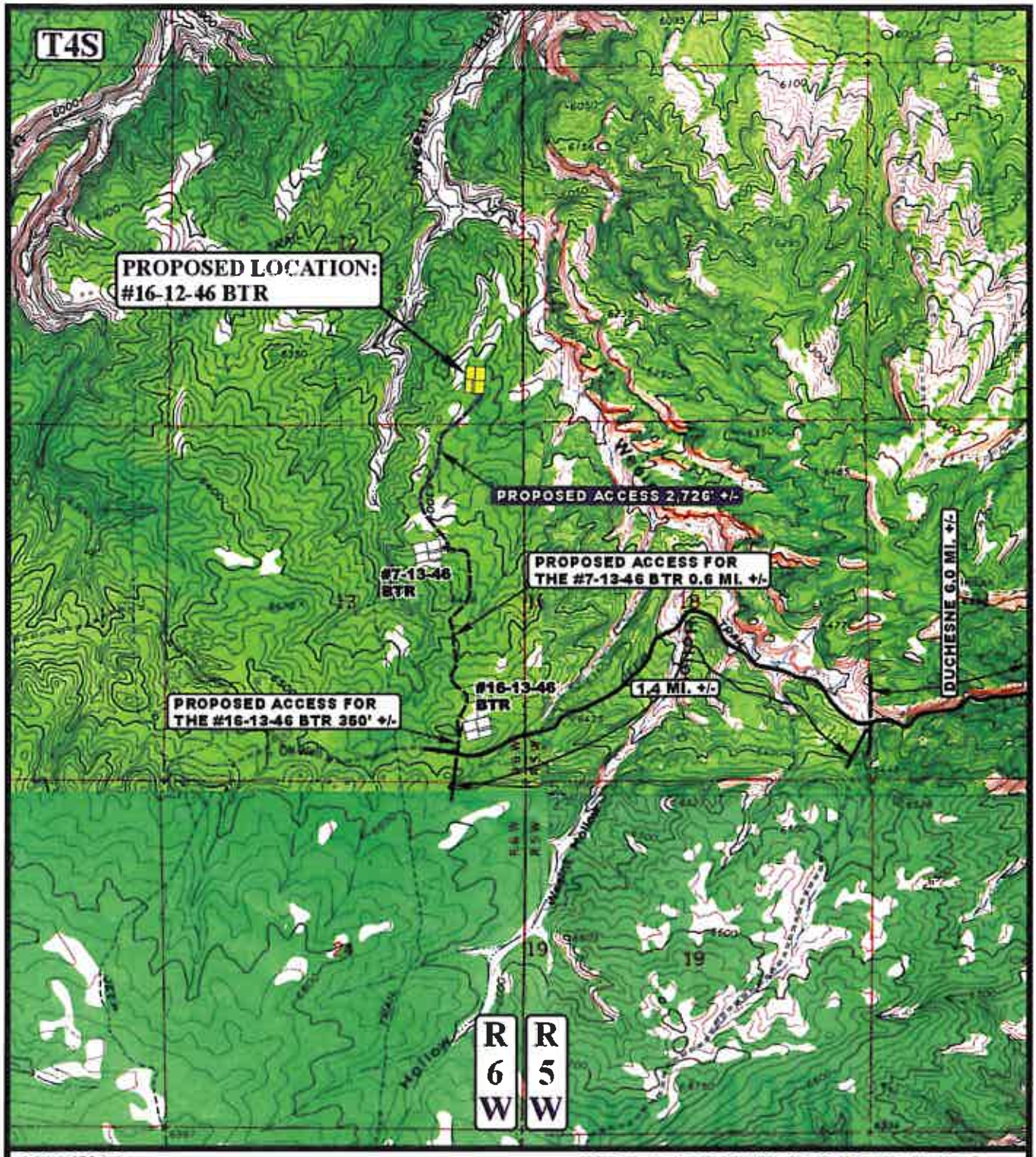
N

BILL BARRETT CORPORATION

#16-12-46 BTR
SECTION 12, T4S, R6W, U.S.B.&M.
655' FSL 750' FEL

Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC MAP	07 MONTH	21 DAY	10 YEAR	A TOPO
SCALE: 1:100,000	DRAWN BY: Z.L.	REVISED: 00-00-00		



LEGEND:

EXISTING ROAD

PROPOSED ACCESS ROAD

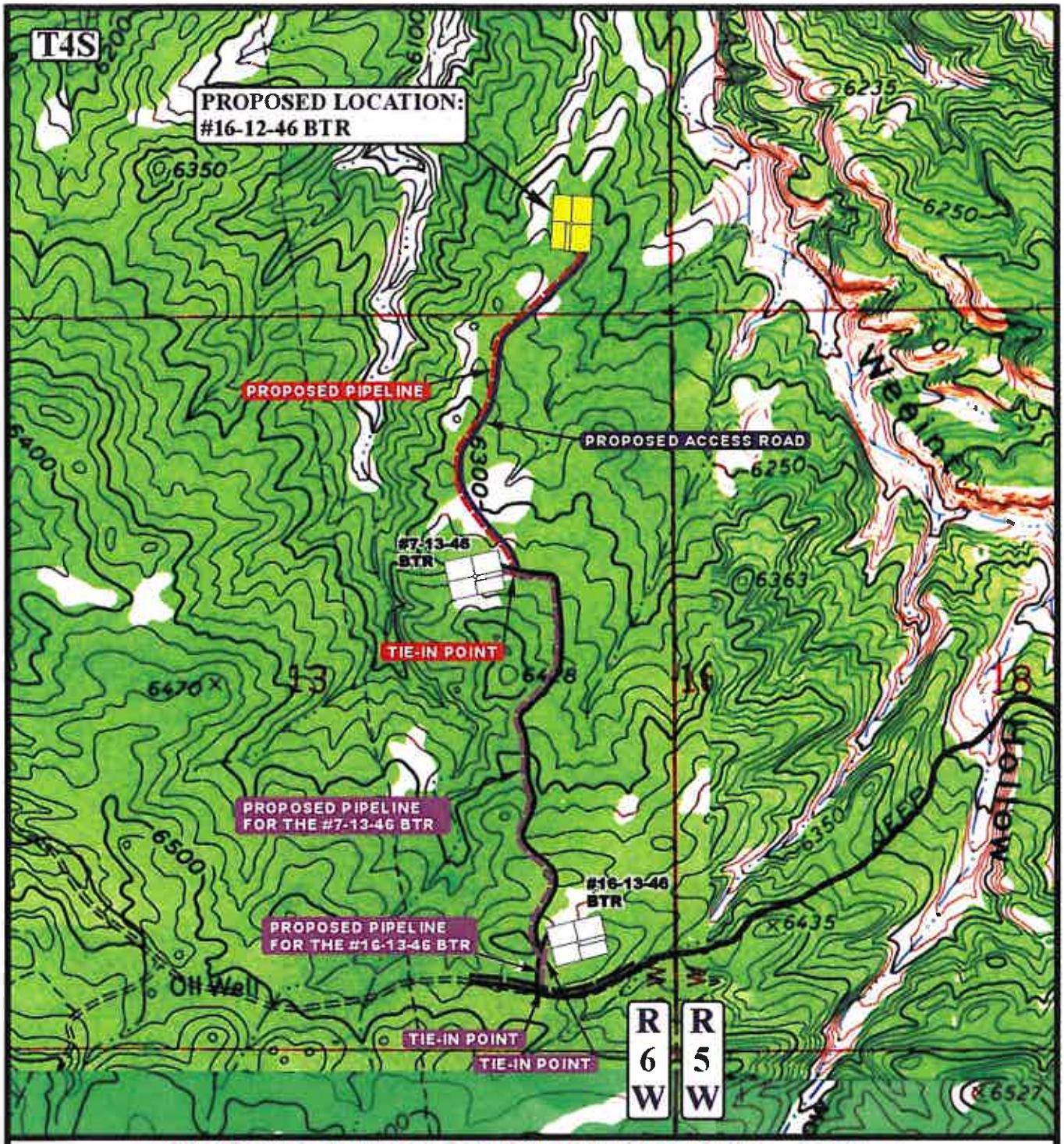
N

BILL BARRETT CORPORATION

#16-12-46 BTR
SECTION 12, T4S, R6W, U.S.B.&M.
655' FSL 750' FEL

Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC MAP	07 MONTH	21 DAY	10 YEAR	B TOPO
SCALE: 1" = 2000'	DRAWN BY: Z.L.	REVISED: 00-00-00		



APPROXIMATE TOTAL PIPELINE DISTANCE = 2,740' +/-

LEGEND:

PROPOSED ACCESS ROAD
EXISTING PIPELINE
PROPOSED PIPELINE
PROPOSED PIPELINE (SERVICING OTHER WELLS)

N

BILL BARRETT CORPORATION

#16-12-46 BTR
SECTION 12, T4S, R6W, U.S.B.&M.
655' FSL 750' FEL

Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
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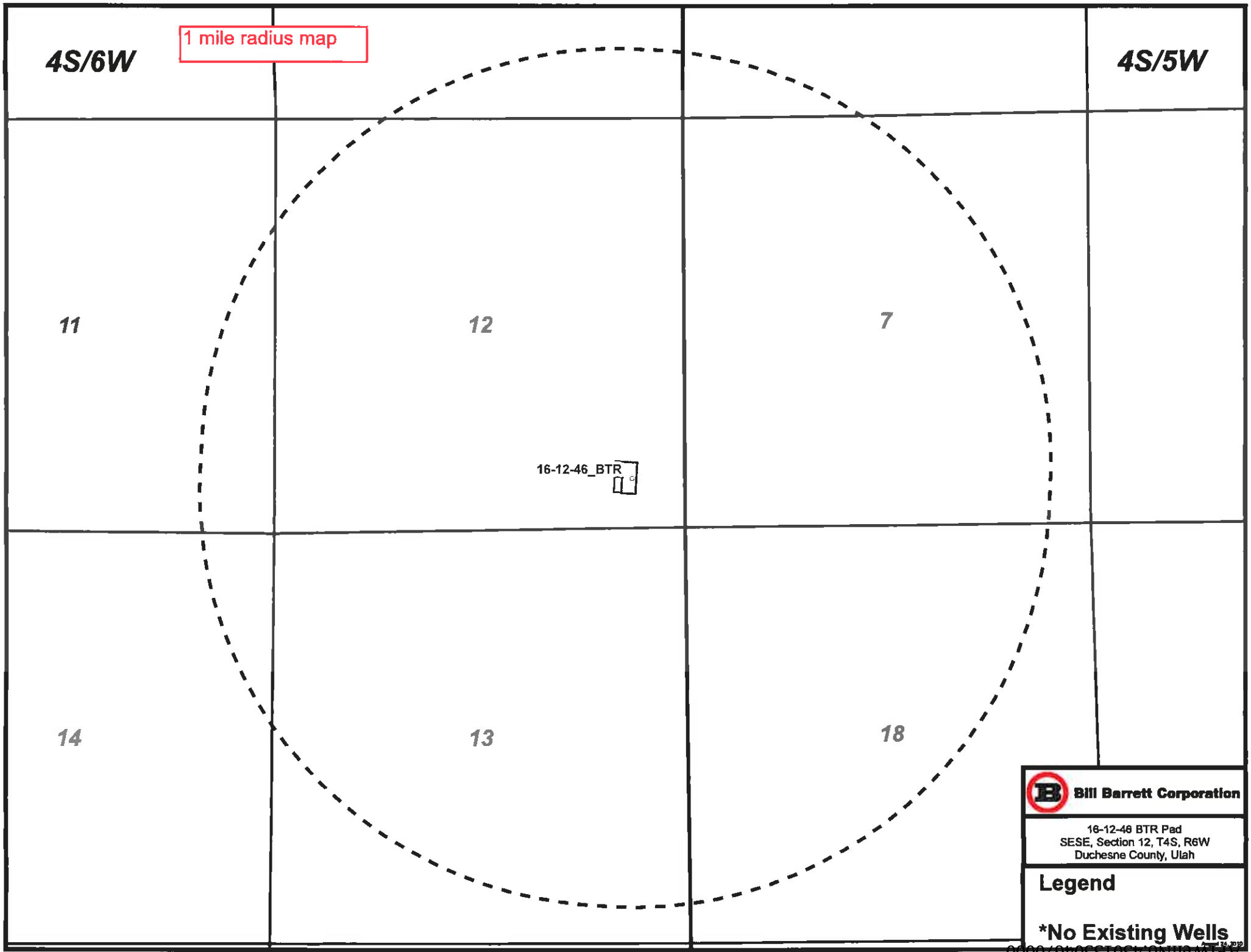
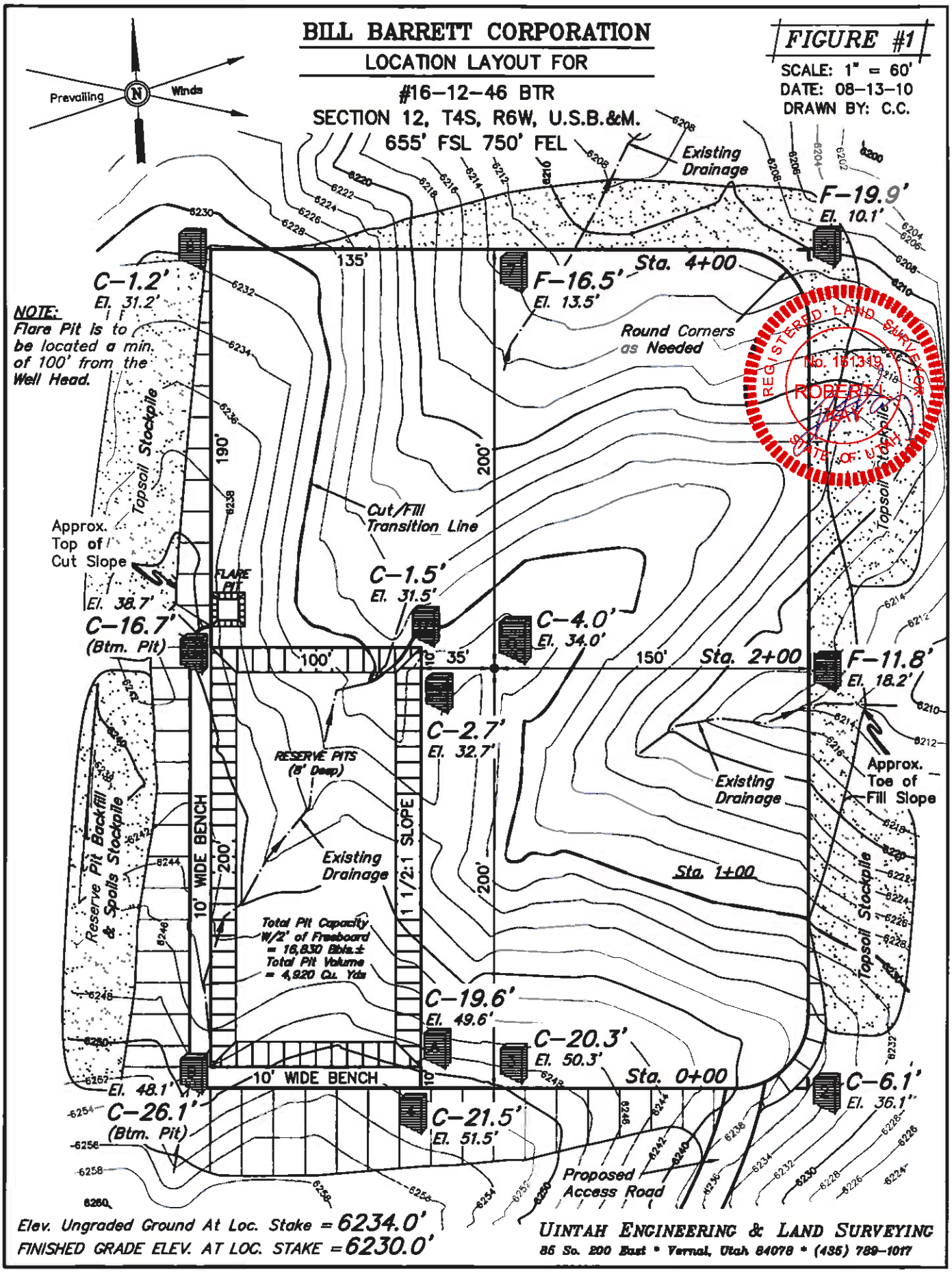
TOPOGRAPHIC MAP	07 MONTH	21 DAY	10 YEAR	C TOPO
SCALE: 1" = 2000'	DRAWN BY: Z.L.	REVISED: 00-00-00		


1 mile radius map
4S/6W
4S/5W
11
12
7
16-12-46_BTR
14
13
18
Bill Barrett Corporation
16-12-46 BTR Pad
SESE, Section 12, T4S, R6W
Duchesne County, Utah
Legend
*No Existing Wells



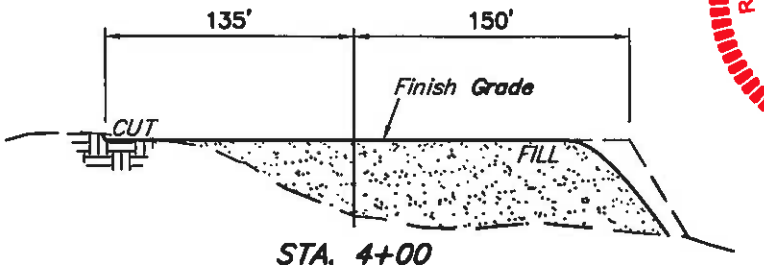
1" = 40'
X-Section Scale
1" = 100'
DATE: 08-13-10
DRAWN BY: C.C.

BILL BARRETT CORPORATION

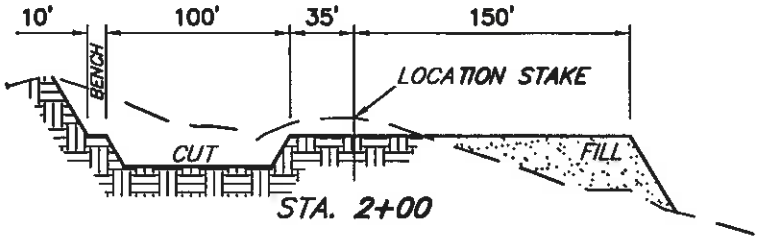
TYPICAL CROSS SECTION FOR

#16-12-46 BTR
SECTION 12, T4S, R6W, U.S.B.&M.
655' FSL 750' FEL

FIGURE #2



STA. 4+00



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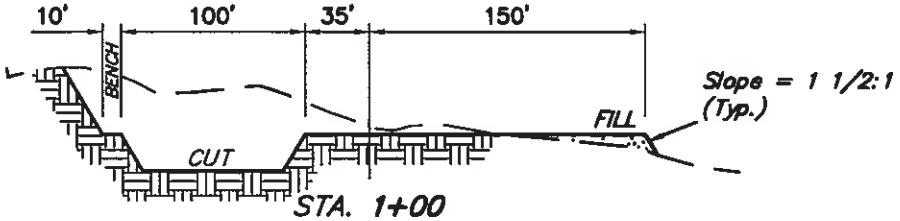
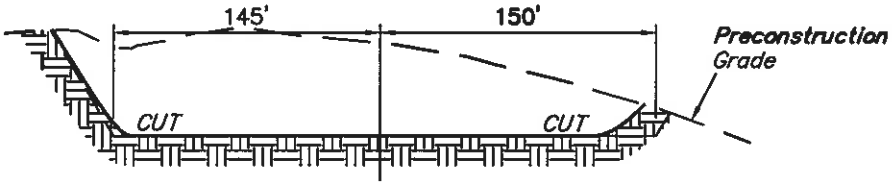


STA. 1+00



STA. 0+00

NOTE:
Topsoil should not be Stripped Below Finished Grade on Substructure Area.

APPROXIMATE ACREAGES
WELL SITE DISTURBANCE = ± 3.461 ACRES
ACCESS ROAD DISTURBANCE = ± 1.877 ACRES
PIPELINE DISTURBANCE = ± 1.887 ACRES
TOTAL = ± 7.225 ACRES

* NOTE:
FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

(12") Topsoil Stripping = 5,610 Cu. Yds.
Remaining Location = 24,430 Cu. Yds.
TOTAL CUT = 30,040 CU.YDS.
FILL = 21,970 CU.YDS.

EXCESS MATERIAL = 8,070 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.) = 8,070 Cu. Yds.
EXCESS UNBALANCE (After Interim Rehabilitation) = 0 Cu. Yds.

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East • Vernal, Utah 84078 • (435) 789-1017

BILL BARRETT CORPORATION

TYPICAL RIG LAYOUT FOR

#16-12-46 BTR

SECTION 12, T4S, R6W, U.S.B.&M.

655' FSL 750' FEL

FIGURE #3

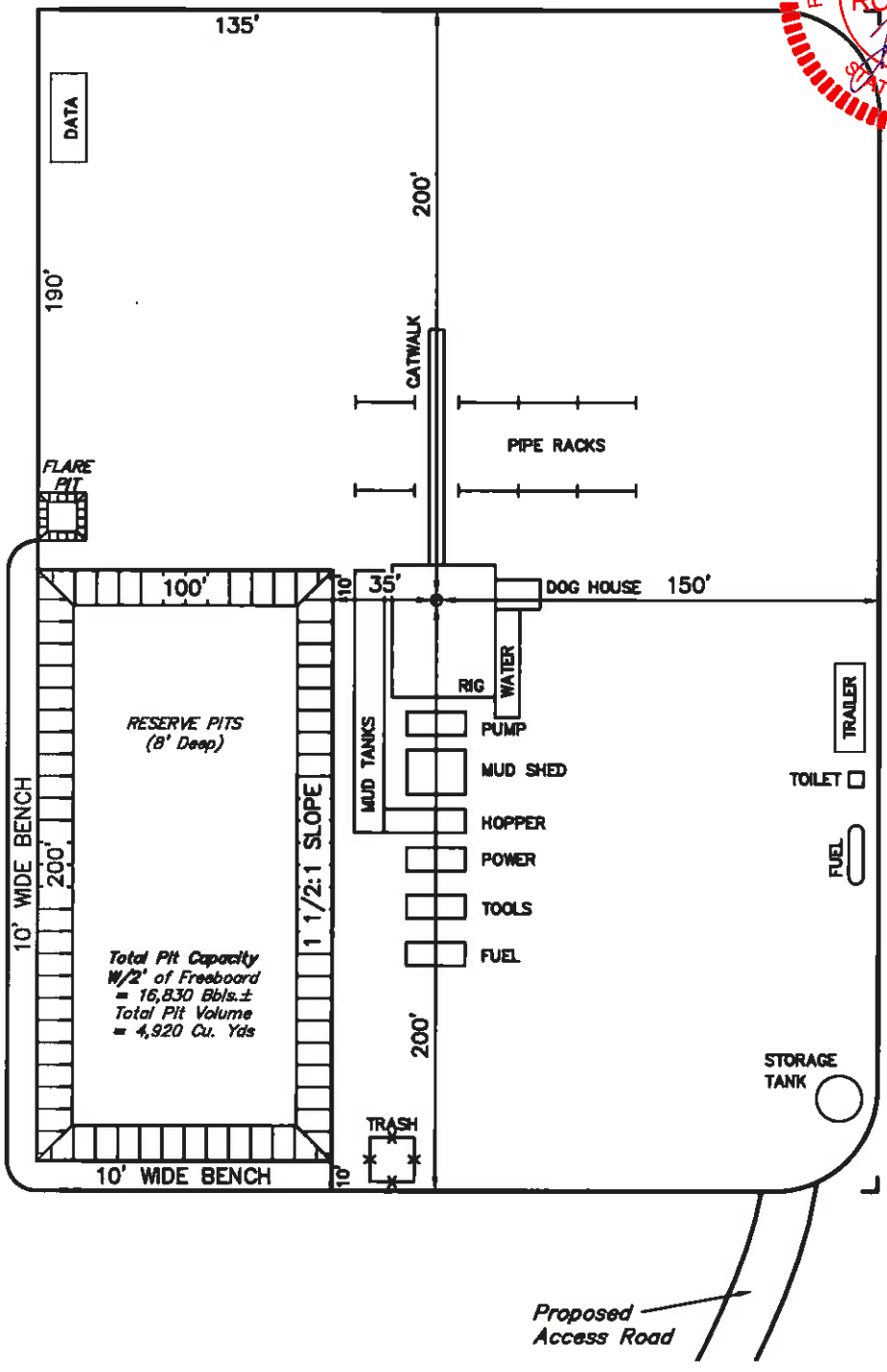
SCALE: 1" = 60'

DATE: 08-13-10

DRAWN BY: C.C.

REGISTERED LAND SURVEYOR No. 161319 ROBERT L. KAY STATE OF UTAH

NOTE:
Flare Pit is to be located a min. of 100' from the Well Head.



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*85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017*

BILL BARRETT CORPORATION
#16-12-46 BTR
SECTION 12, T4S, R6W, U.S.B.&M.

PROCEED IN A SOUTHERLY DIRECTION FROM DUCHESNE, UTAH ALONG U.S. HIGHWAY 191 APPROXIMATELY 3.5 MILES TO THE JUNCTION OF THIS ROAD AND AN EXISTING ROAD TO THE WEST; TURN RIGHTAND PROCEED IN A WESTERLY DIRECTION APPROXIMATELY 2.5 MILES TO THE JUNCTION OF THIS ROAD AND AN EXISTING ROAD TO THE NORTHWEST; TURN RIGHT AND PROCEED IN A NORTHWESTERLY, THEN SOUTHWESTERLY DIRECTION APPROXIMATELY 1.4 MILES TO THE BEGINNING OF THE PROPOSED ACCESS FOR THE #16-13-46 BTR TO THE NORTH; FOLLOW ROAD FLAGS IN A NORTHERLY DIRECTION APPROXIMATELY 350' TO THE BEGINNING OF THE PROPOSED ACCESS FOR THE #7-13-46 BTR TO THE NORTHWEST; FOLLOW ROAD FLAGS IN A NORTHWESTERLY, THEN NORTHERLY DIRECTION APPROXIMATELY 0.6 MILES TO THE BEGINNING OF THE PROPOSED ACCESS TO THE NORTHWEST; FOLLOW ROAD FLAGS IN A NORTHWESTERLY, THEN NORTHEASTERLY DIRECTION APPROXIMATELY 2,726' TO THE PROPOSED WELL LOCATION.

TOTAL DISTANCE FROM DUCHESNE, UTAH TO THE PROPOSED WELL LOCATION IS APPROXIMATELY 8.6 MILES.

BILL BARRETT CORPORATION

#16-12-46 BTR

LOCATED IN DUCHESNE COUNTY, UTAH
SECTION 12, T4S, R6W, U.S.B.&M.

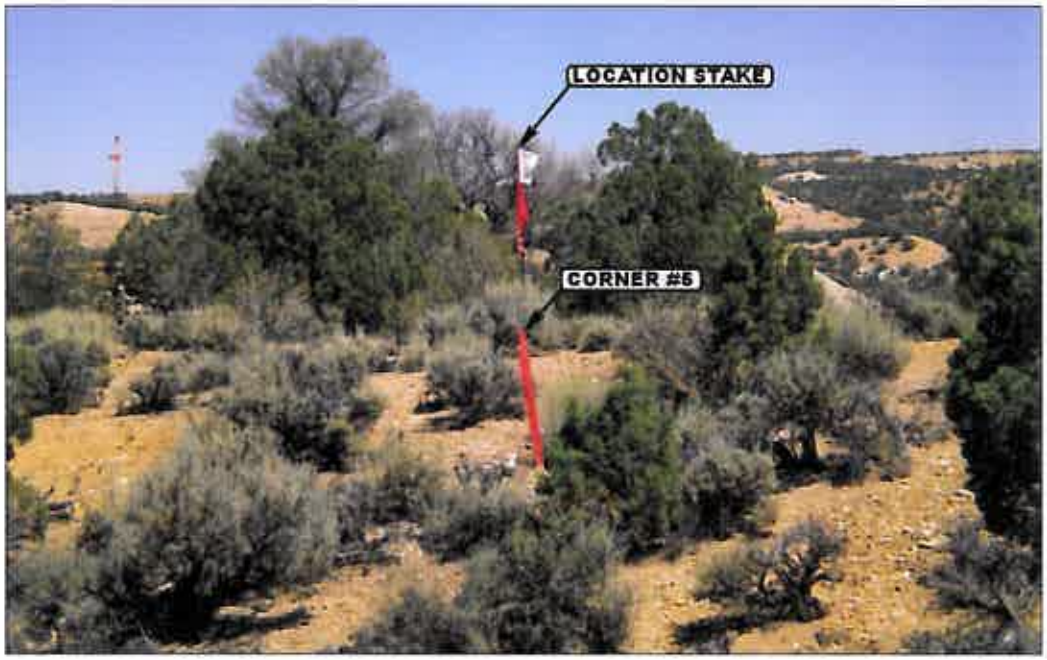

PHOTO: VIEW FROM CORNER #5 TO LOCATION STAKE **CAMERA ANGLE: EASTERLY**

PHOTO: VIEW FROM BEGINNING OF PROPOSED ACCESS **CAMERA ANGLE: NORTHERLY**

- Since 1964 -
Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

LOCATION PHOTOS	07 MONTH	21 DAY	10 YEAR	PHOTO
TAKEN BY: C.R.	DRAWN BY: Z.L.	REVISED: 00-00-00		

SURFACE USE PLAN

BILL BARRETT CORPORATION

16-12-46 BTR Well Pad
SESE, 655' FSL & 750' FEL, Section 12, T4S, R6W, USB&M
Duchesne County, Utah

The Ute Tribal onsite for this location was conducted on September 24, 2010.

The excavation contractor would be provided with an approved copy of the surface use plan of operations before initiating construction.

1. Existing Roads:

   a. The proposed well site is located approximately 8.6 miles southwest of Duchesne, Utah. Maps and directions reflecting the route to the proposed well site are included (see Topographic maps A and B).

   b. The existing Bill Barrett Corporation maintained Skitzy Road would be utilized for access to the proposed access road.

   c. Project roads would require routine year-round maintenance to provide year-round access. Maintenance would include inspections, reduction of ruts and holes, maintenance to keep water off the road, replacement of surfacing materials, and clearing of sediment blocking ditches and culverts. Should snow removal become necessary, roads would be cleared with a motor grader and snow would be stored along the down gradient side to prohibit runoff onto the road. Aggregate would be used as necessary to maintain a solid running surface and minimize dust generation.

   d. Vehicle operators would obey posted speed restrictions and observe safe speeds commensurate with road and weather conditions. Travel would be limited to the existing access roads and proposed access road.

   e. The use of roads under State and Duchesne County Road Department maintenance are necessary to access the project area with no improvements proposed.

   f. All existing roads would be maintained and kept in good repair during all phases of operation.

2. Planned Access Road:

   a. Planned access to the well will utilize 350' of road to the proposed 16-13-46 BTR then 0.6 miles of proposed road to the 7-13D-46 BTR (tribal ROWs are pending approval at this time).

b. Approximately 2,726 feet of new access road is proposed entering the south side of the pad area (see Topographic Map B).

c. A tribal right of way (ROW) is applied for and pending approval (total ROW acreage = 1.88 ac). The road would be constructed to a 30-foot ROW width with an 18-foot travel surface.

d. New road construction and improvements of existing roads would typically require the use of motor graders, crawler tractors, 10-yard end dump trucks, and water trucks. The standard methodology for building new roads involves the use of a crawler tractor or track hoe to windrow the vegetation to one side of the road corridor, remove topsoil to the opposing side of the corridor, and rough□in the roadway. This is followed by a grader or bulldozer to establish barrow ditches and crown the road surface. Where culverts are required, a track hoe or backhoe would trench the road and install the culverts. Some hand labor would be required when installing and armoring culverts. Road base or gravel in some instances would be necessary and would be hauled in and a grader used to smooth the running surface.

e. The proposed road would be constructed to facilitate drainage, control erosion and minimize visual impacts by following natural contours where practical. No unnecessary side-casting of material would occur on steep slopes.

f. A maximum grade of 10% would be maintained throughout the project with minimum cuts and fills, as necessary, to access the well.

g. Excess rock from construction of the pad may be used for surfacing of the access road if necessary. Any additional aggregate necessary would be obtained from private or State of Utah lands in conformance with applicable regulations. Aggregate would be of sufficient size, type, and amount to allow all weather access and alleviate dust.

h. Where topsoil removal is necessary, it would be windrowed (i.e. stockpiled/accumulated along the edge of the ROW and in a low row/pile parallel with the ROW) and re-spread over the disturbed area after construction and backfilling are completed. Vegetation removed from the disturbed area would also be re-spread to provide protection, nutrient recycling, and a seed source for reclamation.

i. Turnouts are not proposed because the access road is short and adequate site distance exists in all directions.

j. No culverts are anticipated. Low-water crossings and adequate drainage structures, where necessary, would be incorporated into the road to prevent soil erosion and accommodate all-weather traffic.

k. No gates or cattle guards are anticipated at this time.

k. Surface disturbance and vehicular travel would be limited to the approved location access road. Adequate signs would be posted, as necessary, to warn the public of project related traffic.

l. All access roads and surface disturbing activities would conform to the appropriate standard, **no higher than necessary**, to accommodate their intended function adequately as outlined in the Bureau of Land Management and Forest Service publication: Surface Operating Standards for Oil and Gas Exploration and Development, Fourth Edition – Revised 2007.

m. The operator would be responsible for all maintenance needs of the new access road.

3. Location of Existing Wells (see One-Mile Radius Map):

a. Following is a list of wells with surface hole locations within a one-mile radius of the proposed pad:

i. water wells	none
ii. injection wells	none
iii. disposal wells	none
iv. drilling wells	none
v. temp shut-in wells	none
vi. producing wells	none
vii. abandoned wells	none

4. Location of Production Facilities

a. Surface facilities would consist of a wellhead, separator, gas meter, (1) 500 gal methanol tank, (1) 500 glycol tank, (2) 500 bbl oil tanks, (1) 500 bbl water tank, (1) 500 bbl test tank, (1) 1000 gal propane tank, a pumping unit with natural gas fired motor, solar panels, solar chemical and methanol pumps and one trace pump. See attached proposed facility diagram.

b. Most wells would be fitted with a pump jack to assist liquid production if liquid volumes and/or low formation pressures require it. Plunger lift systems do not require any outside source of energy. The prime mover for pump jacks would be small (75 horsepower or less), natural gas-fired internal combustion engines.

c. The tank battery would be surrounded by a secondary containment berm of sufficient capacity to contain 1.1 times the entire capacity of the largest single tank and sufficient freeboard to contain precipitation. All loading lines and valves would be placed inside the berm surrounding the tank battery or would utilize catchment basins to contain spills. All liquid hydrocarbon production and measurement shall conform to the provisions of 43 CFR 3162.7-2 and Onshore Oil and Gas Order No. 4 for the measurement of oil.

d. Gas meter run(s) would be constructed and located on lease within 500 feet of the wellheads. Meter runs would be housed and/or fenced. As practicably feasible, meters would be equipped with remote telemetry monitoring systems. All gas production and measurement shall comply with the provisions of 43 CFR 3162.7-3, Onshore Oil and Gas Order No. 5, and American Gas Association (AGA) Report No. 3.

e. A combustor may be installed at this location for control of associated condensate tank emissions. A combustor ranges from 24 inches to 48 inches wide and is approximately 27 ft tall. Combustor placement would be on existing disturbance.

f. Approximately 2,740 feet of pipeline corridor (see Topographic Ma C) containing up to three lines (one gas pipeline up to 8 inch in diameter, one water line up to 4 inch in diameter and one residue line up to 4 inch in diameter) is proposed Pipelines would be constructed of steel, polyethylene or fiberglass. The pipeline corridor would connect to the proposed 7-13D-46 BTR pipeline corridor then continue 0.6 miles to the proposed 16-13-46 BTR. The pipeline would then travel 350' to the existing Skitzy area pipeline corridor (tribal ROWs are pending, see Topographic Map C).

g. The new segment of gas pipeline would be surface laid line within a 30 foot wide pipeline ROW (1.887 acres). The pipeline ROW has been applied for and is pending approval at this time.

h. Construction of the ROW would temporarily utilize the 30 foot disturbed width for the road for a total disturbed width of 60 foot for the road and pipeline corridors. The use of the proposed well site and access roads would facilitate the staging of the pipeline construction.

i. Pipeline construction methods and practices would be planned and conducted by BBC with the objective of enhancing reclamation and fostering the re-establishment of the native plant community.

j. All permanent above-ground structures would be painted a flat, non-reflective color, such as Juniper Green, to match the standard environmental colors. All facilities would be painted the designated color at the time of installation. Facilities required to comply with the Occupational Safety and Health Act (OSHA) may be excluded.

k. Site security guidelines identified in 43 CFR 3162.7-5 and Onshore Oil and Gas Order No. 3 would be adhered to. Any modifications to proposed facilities would be reflected in the site security diagram submitted.

l. The site would require periodic maintenance to ensure that drainages are kept open and free of debris, and that surfaces are properly treated to reduce erosion, fugitive dust, and impacts to adjacent areas.

5. Location and Type of Water Supply:

   a. Water for the drilling and completion would be trucked from the Duchesne City Culinary Water Dock located in Sec. 1, T4S, R5W, USB&M.

   b. No new water well is proposed with this application.

   c. Should additional water sources be pursued they would be properly permitted through the State of Utah – Division of Water Rights. Additionally, the Ute Tribe would be notified of any changes in water supply.

   d. Water use would vary in accordance with the formations to be drilled but would be up to approximately 3.64 acre feet for drilling and completion operations.

6. Source of Construction Material:

   a. The use of materials would conform to 43 CFR 3610.2-3.

   b. No construction materials would be removed from the lease or EDA area..

   c. If any additional gravel is required, it would be obtained from a local supplier having a permitted source of materials within the general area.

7. Methods of Handling Waste Disposal:

   a. All wastes associated with this application would be contained and disposed of utilizing approved facilities.

   b. The reserve pit would be constructed so as not to leak, break or allow any discharge.

   c. The reserve would be lined with 12 mil (minimum) thickness polyethylene nylon reinforced liner material. The liner(s) would overlay straw, dirt and/or bentonite if rock is encountered during excavation. The liner would overlap the pit walls and be covered with dirt and/or rocks to hold them in place. No trash, scrap pipe, or other materials that could puncture the liner would be discarded in the pit. A minimum of two feet of free board would be maintained between the maximum fluid level and the top of the reserve pit at all times.

   d. To deter livestock from entering the pit, the three sides exterior to the location would be fenced before drilling starts. Following the conclusion of drilling and completion activities, the fourth side would also be fenced.

   e. Drill cuttings would be contained in the pit and buried on-site for a period not to exceed six months, weather permitting.

   f. Produced fluids from the well other than water would be decanted into steel test tank(s) until such time as construction of production facilities is completed. Any

oil that may be accumulated would be transferred to a permanent production tank. Produced water may be used in further drilling and completion activities, evaporated in the pit, or would be hauled to one of the state-approved disposal facilities below:

1. RNI Industries, Inc. – Pleasant Valley Disposal Pits
   Sec. 25, 26, 35 & 36, T4S-R3W
2. Pro Water LLC – Blue Bench 13-1 Disposal Well (43-013-30971)
   NENE, Sec. 13, T3S-R5W
3. RN Industries, Inc. – Bluebell Disposal Ponds
   Sec. 2, 4 & 9, T2S-R2W
4. Water Disposal, Inc. – Harmston 1-32-A1 Disposal Well (43-013-30224), UTR #00707, Sec. 32, T1S-R1W

g. Any salts and/or chemicals, which are an integral part of the drilling system, would be disposed of in the same manner as the drilling fluid.

h. Any spills of oil, condensate, produced or frac water, drilling fluids, or other potentially deleterious substances would be recovered and either returned to its origin or disposed of at an approved disposal site, most likely in Duchesne, Utah.

i. Chemicals on the EPA's Consolidated List of Chemicals subject to reporting under Title III of the Superfund Amendments and Reauthorization Act of 1986 (SARA) may be used or stored in quantities over reportable quantities. In the course of drilling, BBC could potentially store and use diesel fuel, sand (silica), hydrochloric acid, and CO_2 gas, all described as hazardous substances in 40 CFR Part 302, Section 302.4, in quantities exceeding 10,000 pounds. In addition, natural gas condensate and crude oil and methanol may be stored or used in reportable quantities. Small quantities of retail products (paint/spray paints, solvents {e.g., WD-40}, and lubrication oil) containing non-reportable volumes of hazardous substances may be stored and used on site at any time. No extremely hazardous substances, as defined in 40 CFR 355, would be used, produced, stored, transported or disposed of in association with the drilling, testing or completion of the wells.

j. Portable toilets and trash containers would be located onsite during drilling and completion operations. A commercial supplier would install and maintain portable toilets and equipment and would be responsible for removing sanitary waste. Sanitary waste facilities (i.e. toilet holding tanks) would be regularly pumped and their contents disposed of at approved sewage disposal facilities in Duchesne, and/or Uintah Counties, in accordance with applicable rules and regulations regarding sewage treatment and disposal. Accumulated trash and nonflammable waste materials would be hauled to an approved landfill once a week or as often as necessary. All debris and waste materials not contained in the trash containers would be cleaned up, removed from the construction ROW, well pad, or worker housing location, and disposed of at an approved landfill. Trash would be cleaned up everyday.

k. Sanitary waste equipment and trash bins would be removed from the Project Area upon completion of access road or pipeline construction; following drilling and completion operations at an individual well pad; when worker housing is no longer needed; or as required.

l. A flare pit may be constructed a minimum of 110' from the wellhead(s) and may be used during completion work. In the event a flare pit proves to be unworkable, a temporary flare stack or open top tank would be installed. BBC would flow back as much fluid and gas as possible into pressurized vessels, separating the fluids from the gas. In some instances, due to the completion fluids utilized within the Project Area, it is not feasible to direct the flow stream from the wellbore through pressurized vessels. In such instances BBC proposes to direct the flow to the open top tanks until flow through the pressurized vessels is feasible. At which point the fluid would either be returned to the reserve pit or placed into a tank(s). The gas would be directed to the flare pit, flare stack (each with a constant source of ignition), or may be directed into the sales pipeline.

m. Hydrocarbons would be removed from the reserve pit would as soon as practical. In the event immediate removal is not practical, the reserve pit would be flagged overhead or covered with wire or plastic mesh to protect migrating birds.

8. Ancillary Facilities:

a. Garbage containers and portable toilets would be located on the well pad.

b. On well pads where active drilling and completion is occurring, temporary housing would be provided on location for the well pad supervisor, geologist, tool pusher, and others that are required to be on location at all times. The well pad could include up to five single wide mobile homes or fifth wheel campers/trailers.

9. Well Site Layout:

a. The well would be properly identified in accordance with 43 CFR 3162.6.

b. The pad layout, cross section diagrams and rig layout are enclosed (see Figures 1 and 2).

c. The pad and road designs are consistent with Ute Tribe specifications.

d. The pad has been staked at its maximum size of 400 feet x 285 feet with an inboard reserve pit size of 100 feet x 200 feet X 8 feet deep (total of 3.461 acres).

e. Within the approved well pad location, a crawler tractor would strip whatever topsoil is present and stockpile it along the edge of the well pad for use during reclamation. Vegetation would be distributed along the sides of the well pad.

f. Fill from pit excavation would be stockpiled along the edge of the pit and the adjacent edge of the well pad.

g. Use of erosion control measures, including proper grading to minimize slopes, diversion terraces and ditches, mulching, terracing, riprap, fiber matting, temporary sediment traps, and broad-based drainage dips or low water crossings would be employed by BBC as necessary and appropriate to minimize erosion and surface runoff during well pad construction and operation. Cut and fill slopes would be constructed such that stability would be maintained for the life of the activity.

h. All cut and fill slopes would be such that stability can be maintained for the life of the activity.

i. Diversion ditches would be constructed, if necessary, around the well site to prevent surface waters from entering the well site area.

j. Water application may be implemented if necessary to minimize the amount of fugitive dust.

k. All surface disturbing activities would be supervised by a qualified, responsible company representative who is aware of the terms and conditions of the APD and specifications in the approved plans.

10. Plan for Restoration of the Surface:

a. Site reclamation would be accomplished for portions of the well pad not required for the continued operation of the well on this pad within six months of completion, weather permitting.

b. The operator would control noxious weeds along access road use authorizations and well site by spraying or mechanical removal. A list of noxious weeds may be obtained from the Ute Tribe, BLM or the appropriate county extension office. On Ute Tribe administered land it is required that a Pesticide Use Proposal be submitted and approved prior to the application of herbicides, pesticides or possibly hazardous chemicals.

c. Rat and mouse holes would be filled and compacted from bottom to top immediately upon release of the drilling rig from location. Upon well completion, any hydrocarbons in the pit shall be removed in accordance with 43 CFR 3162.7-1. The reserve pit would be allowed to dry prior to the commencement of backfilling work. No attempts would be made to backfill the reserve pit until it is free of standing water. Once dry, the liner would be torn and perforated before backfilling.

d. The reserve pit and that portion of the location not needed for production facilities/operations would be recontoured to the approximate natural contours. Areas not used for production purposes would be backfilled and blended into the

surrounding terrain, reseeded and erosion control measures installed. Mulching, erosion control measures and fertilization may be required to achieve acceptable stabilization. Back slopes and fore slopes would be reduced as practical and scarified with the contour. The reserved topsoil would be evenly distributed over the slopes and scarified along the contour. Slopes would be seeded with the Ute Tribe specified seed mix.

e. Topsoil salvaged from the drill site and stored for more than one year would be placed at the location indicated on the well site layout drawing and graded to a depth optimum to maintain topsoil viability, seeded with the Ute Tribe prescribed seed mixture and covered with mulch for protection from wind and water erosion and to discourage the invasion of weeds.

11. Surface and Mineral Ownership:

a. Surface & Mineral ownership – Ute Indian Tribe - 988 South 7500 East (Annex Building); Ft. Duchesne, Utah 84026; 435-725-4950. Tribal ROWs are pending.

12. Other Information:

a. Montgomery Archaeological Consultants has conducted a Class III archeological survey. A copy of the report has been submitted under separate cover to the appropriate agencies by Montgomery as MOAC Report No. 10-122, dated July 31, 2010.

b. BBC would require that their personnel, contractors, and subcontractors to comply with Federal regulations intended to protect archeological and cultural resources.

c. Project personnel and contractors would be educated on and subject to the following requirements:

- No dogs or firearms within the Project Area;
- No littering within the Project Area;
- Smoking within the Project Area would only be allowed in off-operator active locations or in specifically designated smoking areas. All cigarette butts would be placed in appropriate containers and not thrown on the ground or out windows of vehicles; personnel and contractors would abide by all fire restriction orders;
- Campfires or uncontained fires of any kind would be prohibited.
- Portable generators used in the Project Area would have spark arrestors

OPERATOR CERTIFICATION

Certification:

I hereby certify that I, or someone under my direction supervision, have inspected the drill site and access route proposed herein; that I am familiar with the conditions which currently exist; that I have full knowledge of state and Federal laws applicable to this operation; that the statements made in this APD package are, to the best of my knowledge, true and correct; and that the work associated with the operations proposed herein would be performed in conformity with this APD package and the terms and conditions under which it is approved. I also certify that I, or the company I represent, am responsible for the operations conducted under this application and that bond coverage is provided under Bill Barrett Corporations federal nationwide bond. These statements are subject to the provisions of 18 U.S.C. 1001 for the filings of false statements.

Executed this	5 day of November 2010
Name:	Elaine Winick
Position Title:	Senior Permit Analyst
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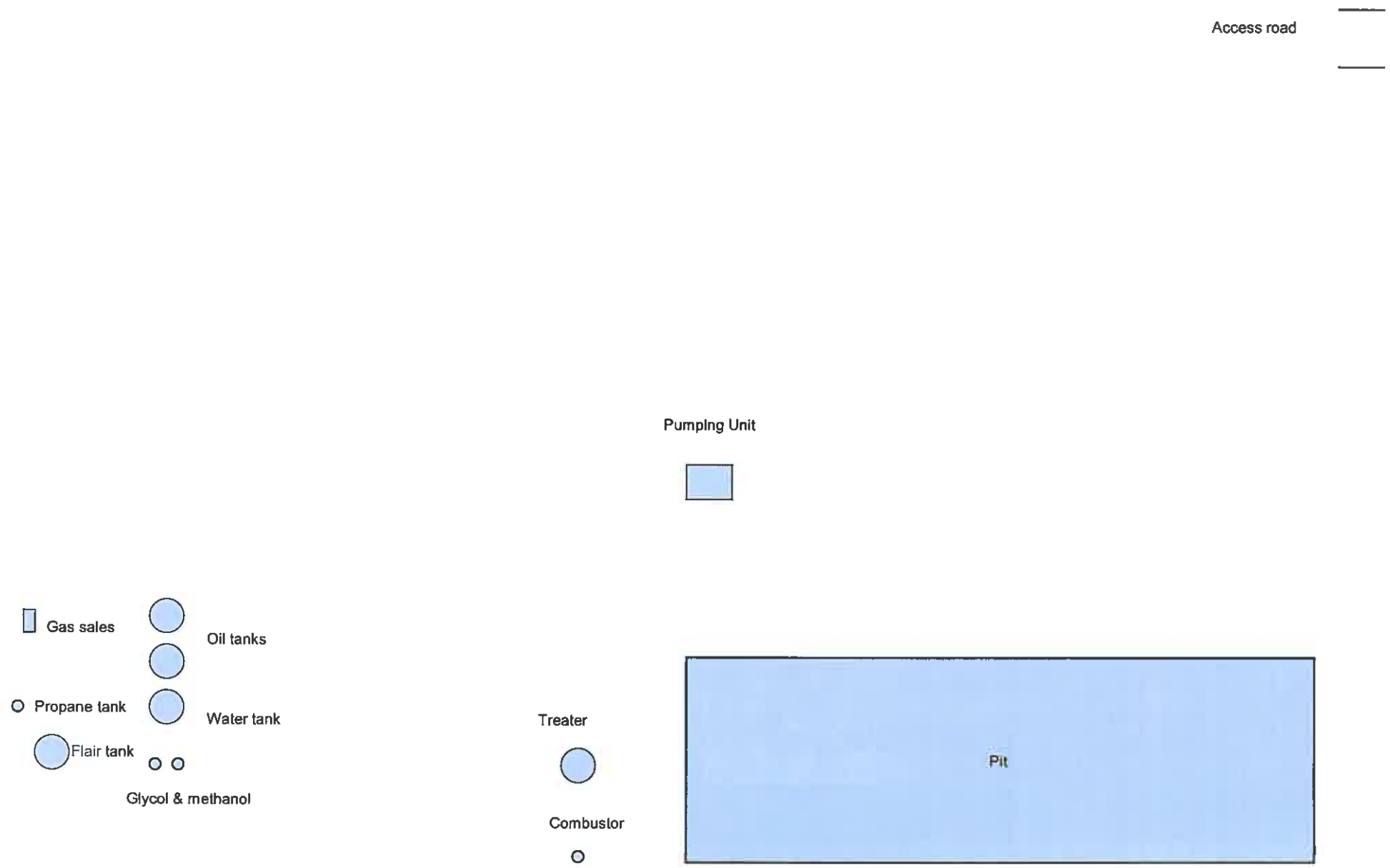
Telephone:	303-312-8168
E-mail:	ewinick@billbarrettcorp.com
Field Representative	Kary Eldredge / Bill Barrett Corporation
Address:	1820 W. Highway 40, Roosevelt, UT 84066
Telephone:	435-725-3515 (office); 435-724-6789 (mobile)
E-mail:	keldredge@billbarrettcorp.com

Elaine Winick

Elaine Winick, Senior Permit Analyst

'APIWellNo:43013504670000'

16-12-46 BTR Facility Diagram



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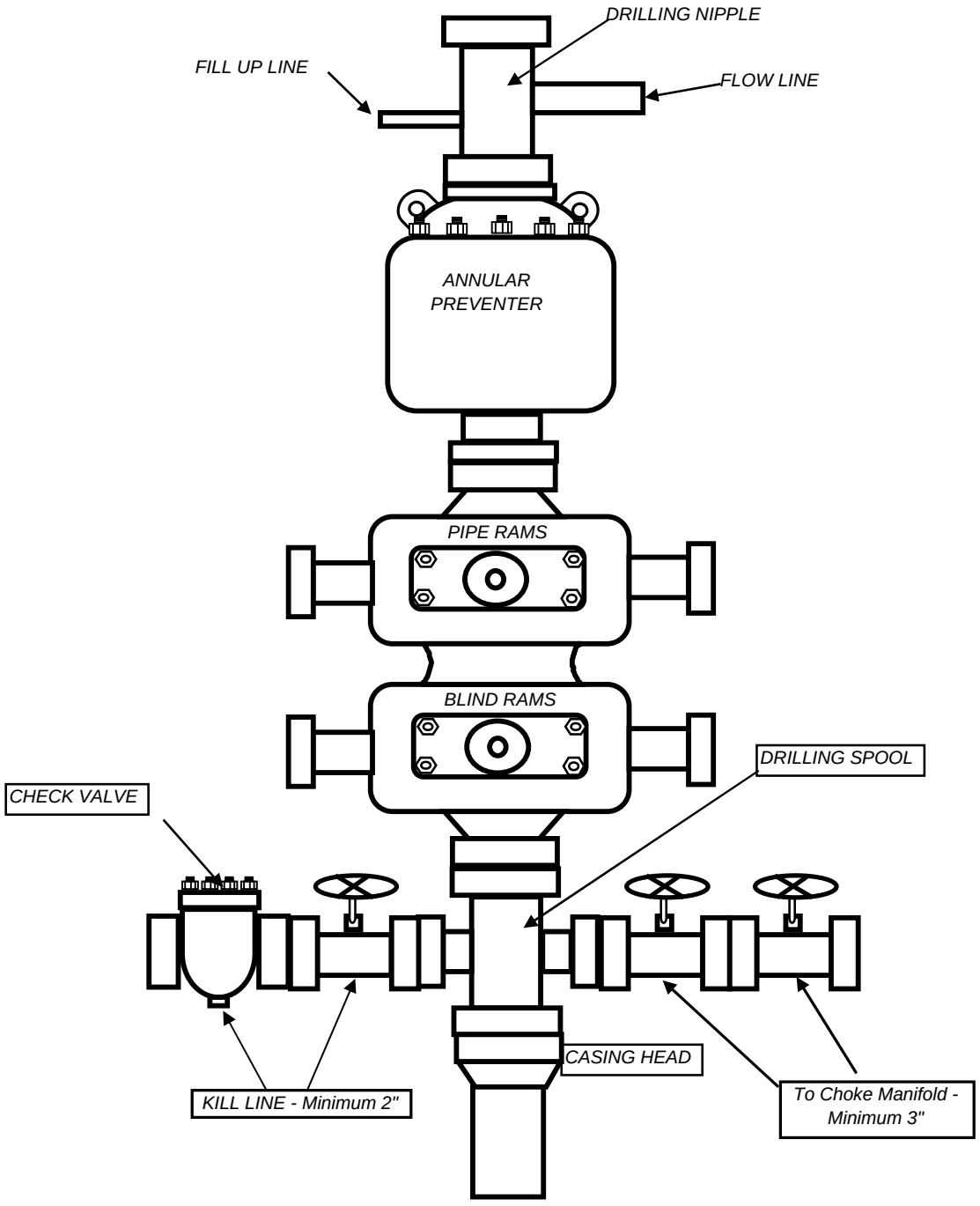
BILL BARRETT CORPORATION

TYPICAL 3,000 p.s.i. BLOWOUT PREVENTER



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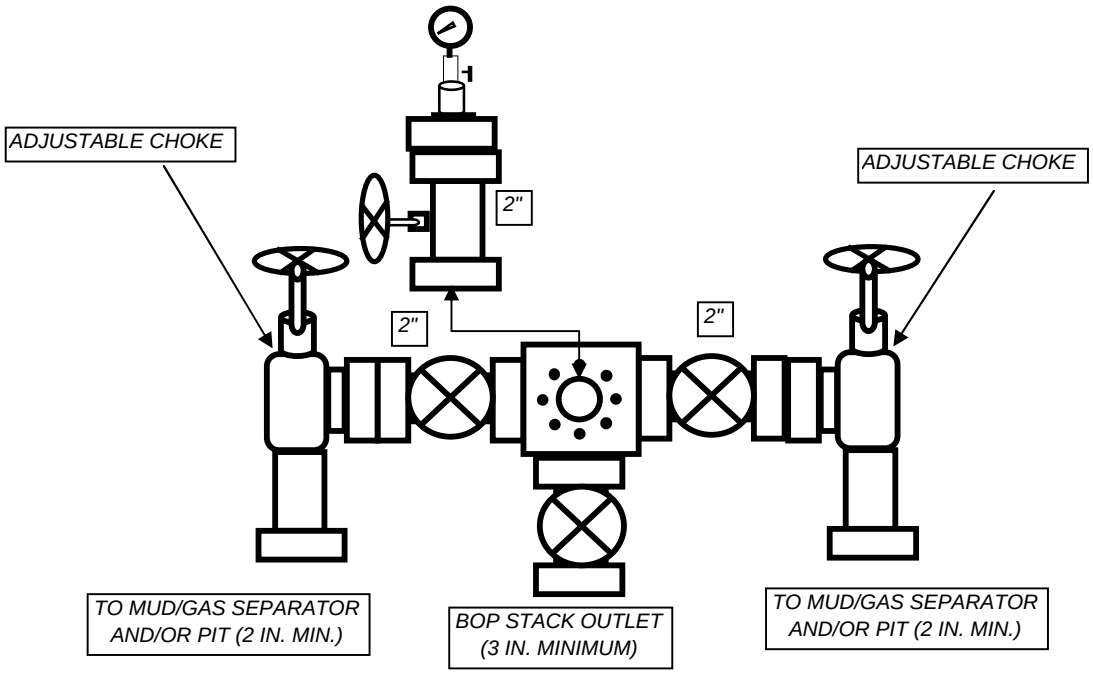
BILL BARRETT CORPORATION

TYPICAL 3,000 p.s.i. CHOKE MANIFOLD



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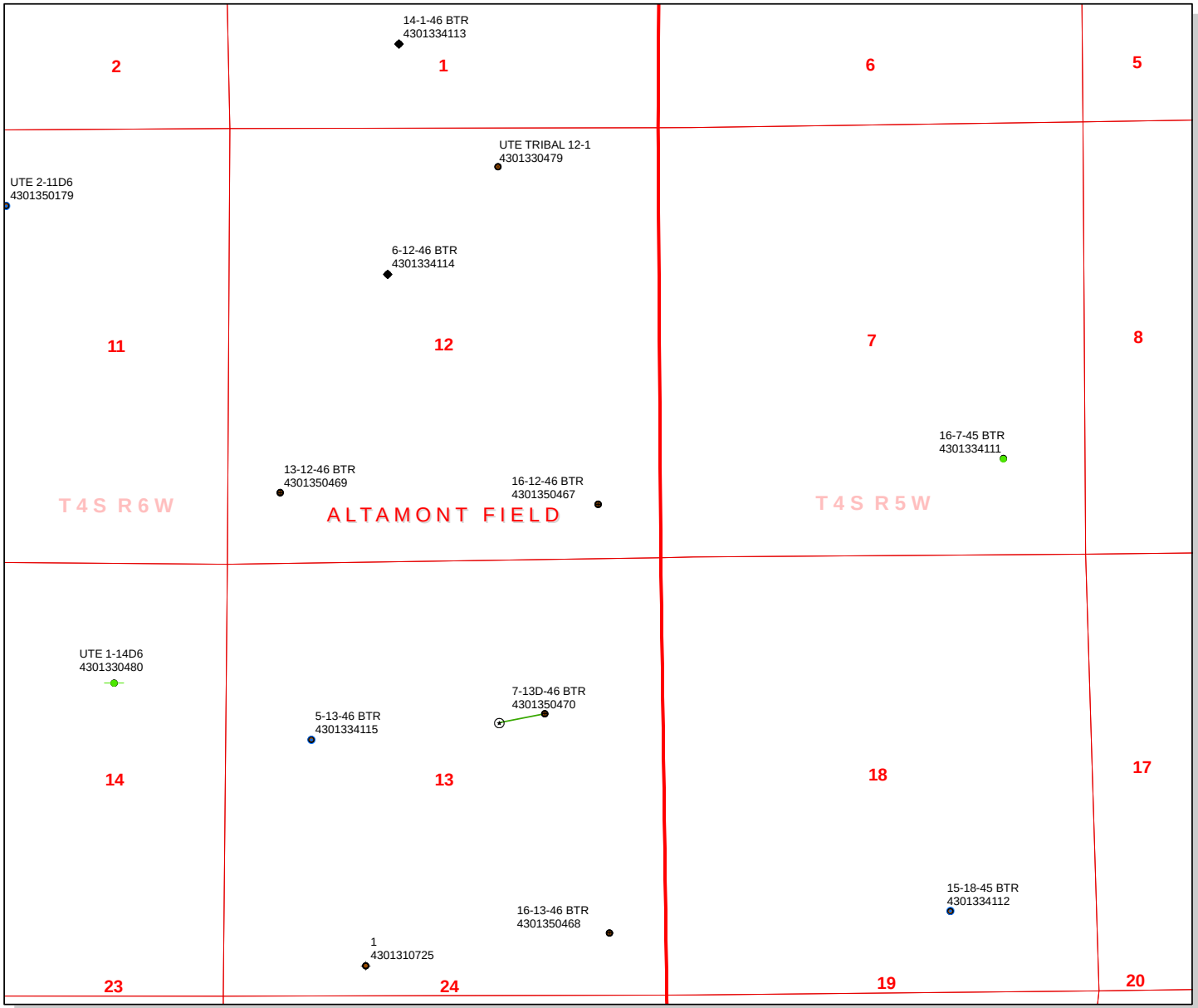


API Number: 4301350467

Well Name: 16-12-46 BTR

Township 04.0 S Range 06.0 W Section 12

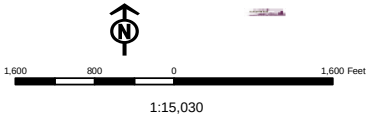
Meridian: UBM

Operator: BILL BARRETT CORP

Map Prepared:
Map Produced by Diana Mason

Units
STATUS
ACTIVE
EXPLORATORY
GAS STORAGE
NF PP OIL
NF SECONDARY
PI OIL
PP GAS
PP GEOTHERML
PP OIL
SECONDARY
TERMINATED
Fields
Sections
Township
Bottom Hole Location - AGRC

Wells Query
<all other values>
Status
APD - Aproved Permit
DRL - Spuded (Drilling Commenced)
GIW - Gas Injection
GS - Gas Storage
LA - Location Abandoned
LOC - New Location
OPS - Operation Suspended
PA - Plugged Abandoned
PGW - Producing Gas Well
POW - Producing Oil Well
RET - Returned APD
SGW - Shut-in Gas Well
SOW - Shut-in Oil Well
TA - Temp. Abandoned
TW - Test Well
WDW - Water Disposal
WIW - Water Injection Well
WSW - Water Supply Well



1:15,030

WORKSHEET
APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 11/5/2010
API NO. ASSIGNED: 43013504670000
WELL NAME: 16-12-46 BTR
OPERATOR: BILL BARRETT CORP (N2165)
PHONE NUMBER: 303 293-9100
CONTACT: Elaine Winick

PROPOSED LOCATION: SESE 12 040S 060W
Permit Tech Review: ☑

SURFACE: 0655 FSL 0750 FEL
Engineering Review: ☐

BOTTOM: 0655 FSL 0750 FEL
Geology Review: ☑

COUNTY: DUCHESNE
LATITUDE: 40.14201
LONGITUDE: -110.50412
UTM SURF EASTINGS: 542242.00
NORTHINGS: 4443427.00
FIELD NAME: ALTAMONT
LEASE TYPE: 2 - Indian
LEASE NUMBER: 2OG0005608
PROPOSED PRODUCING FORMATION(S): GREEN RIVER-WASATCH
SURFACE OWNER: 2 - Indian
COALBED METHANE: NO

RECEIVED AND/OR REVIEWED:

- ☑ **PLAT**
- ☑ **Bond:** INDIAN - LPM 8874725
- ☐ **Potash**
- ☐ **Oil Shale 190-5**
- ☐ **Oil Shale 190-3**
- ☐ **Oil Shale 190-13**
- ☑ **Water Permit:** Duchesne City Culinary Water Dock
- ☐ **RDCC Review:**
- ☐ **Fee Surface Agreement**
- ☐ **Intent to Commingle**

Commingling Approved

LOCATION AND SITING:

- ☐ **R649-2-3.**

Unit:

- ☐ **R649-3-2. General**
- ☐ **R649-3-3. Exception**
- ☑ **Drilling Unit**

Board Cause No: Cause 139-84
Effective Date: 12/31/2008
Siting: 660' Fr Drl U Bdry & 1320' Fr Other Wells

- ☐ **R649-3-11. Directional Drill**

Comments: Presite Completed

Stipulations: 4 - Federal Approval - dmason

GARY R. HERBERT
Governor
GREGORY S. BELL
Lieutenant Governor

State of Utah
DEPARTMENT OF NATURAL RESOURCES
MICHAEL R. STYLER
Executive Director
Division of Oil, Gas and Mining
JOHN R. BAZA
Division Director

Permit To Drill

****

Well Name: 16-12-46 BTR
API Well Number: 43013504670000
Lease Number: 2OG0005608
Surface Owner: INDIAN
Approval Date: 11/17/2010

Issued to:
BILL BARRETT CORP, 1099 18th Street Ste 2300, Denver, CO 80202

Authority:
Pursuant to Utah Code Ann. §40-6-1 et seq., and Utah Administrative Code R649-3-1 et seq., the Utah Division of Oil, Gas and Mining issues conditions of approval, and permit to drill the listed well. This permit is issued in accordance with the requirements of Cause 139-84. The expected producing formation or pool is the GREEN RIVER-WASATCH Formation(s), completion into any other zones will require filing a Sundry Notice (Form 9). Completion and commingling of more than one pool will require approval in accordance with R649-3-22.

Duration:
This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date

General:
Compliance with the requirements of Utah Admin. R. 649-1 et seq., the Oil and Gas Conservation General Rules, and the applicable terms and provisions of the approved Application for permit to drill.

Conditions of Approval:
State approval of this well does not supercede the required federal approval, which must be obtained prior to drilling.

Notification Requirements:
The operator is required to notify the Division of Oil, Gas and Mining of the following actions during drilling of this well:

- Within 24 hours following the spudding of the well – contact Carol Daniels at 801-538-5284 (please leave a voicemail message if not available)
  OR
  submit an electronic sundry notice (pre-registration required) via the Utah Oil & Gas website at https://oilgas.ogm.utah.gov

Reporting Requirements:
All reports, forms and submittals as required by the Utah Oil and Gas Conservation General Rules will be promptly filed with the Division of Oil, Gas and Mining, including but not limited to:

- Entity Action Form (Form 6) – due within 5 days of spudding the well
- Monthly Status Report (Form 9) – due by 5th day of the following calendar month

- Requests to Change Plans (Form 9) – due prior to implementation
- Written Notice of Emergency Changes (Form 9) – due within 5 days
- Notice of Operations Suspension or Resumption (Form 9) – due prior to implementation
- Report of Water Encountered (Form 7) – due within 30 days after completion
- Well Completion Report (Form 8) – due within 30 days after completion or plugging

Approved By:

For John Rogers
Associate Director, Oil & Gas

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER: 2OG0005608

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

6. IF INDIAN, ALLOTTEE OR TRIBE NAME: UTE

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL Oil Well

8. WELL NAME and NUMBER: 16-12-46 BTR

2. NAME OF OPERATOR: BILL BARRETT CORP

9. API NUMBER: 43013504670000

3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202
PHONE NUMBER: 303 312-8164 Ext

9. FIELD and POOL or WILDCAT: ALTAMONT

4. LOCATION OF WELL
FOOTAGES AT SURFACE: 0655 FSL 0750 FEL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESE Section: 12 Township: 04.0S Range: 06.0W Meridian: U

COUNTY: DUCHESNE

STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
✓ NOTICE OF INTENT Approximate date work will start: 5/26/2011	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
	✓ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
☐ SPUD REPORT Date of Spud:	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
☐ DRILLING REPORT Report Date:	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

This Sundry is being submitted to request changes to the original APD drilling casing and cementing plans. Changes include the most recent revisions of the casing and cement program. A revised drilling plan with details of the casing and cement program are attached.

Accepted by the Utah Division of Oil, Gas and Mining

Date: 04/13/2011

By:

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Brady Riley	303 312-8115	Permit Analyst
SIGNATURE N/A		**DATE** 4/12/2011

RECEIVED Apr. 12, 2011

DRILLING PLAN

BILL BARRETT CORPORATION
16-12-46 BTR
SESE, 655' FSL, 750' FEL, Section 12-T4S-R6W (surface)
Duchesne County, Utah

1 - 3. Estimated Tops of Geological Markers and Formations Expected to Contain Water, Oil and Gas and Other Minerals

Formation	Depth – MD
Lower Green River	4145'*
Douglas Creek	4990'
Black Shale	5830'
Castle Peak	6050'
Wasatch	6585'*
TD	8500'

*PROSPECTIVE PAY
The Lower Green River and Wasatch are primary objectives for oil/gas.

4. Casing Program
A) Planned Program

Hole Size	SETTING DEPTH (FROM)	(TO)	Casing Size	Casing Weight	Casing Grade	Thread	Condition
26"	Surface	80'	16"	65#			
12-1/4"	surface	2200'	9-5/8"	36#	J or K 55	LT&C	New
8-3/4"	surface	TD	5 ½"	17#	P-110	LT&C	New

NOTE: If necessary due to lost circulation, BBC would like to request the option to set 7-5/8", 33.70# P-110 LT&C to a depth of 6000', then drill a 6-1/2" hole to TD and run 5-1/2" casing as a 2000' liner (200' liner lap).

5. Cementing Program
A) Planned Program

16" Conductor Casing	Grout
12-1/4" hole for 9-5/8" Surface Casing	Lead with approximately 310 sx Halliburton Light Premium with additives mixed at 11.0 ppg (yield = 3.16 ft^3/sx) circulated to surface with 75% excess. Tail with approximately 210 sx Halliburton Premium cement with additives mixed at 14.8 ppg (yield = 1.36 ft^3/sx). Calculated hole volume with 75% excess.
8-3/4 hole for 5 ½" Production Casing	**Plan to run 10-12 swell packers from TD to 5800' (no cement)** **DV tool/ECP at 5800'. Cement 5800' to 1700'.** Lead with approximately 510 sx Tuned Light cement with additives mixed at 11.0 ppg (yield = 2.31 ft^3/sx). Tail with approximately 280 sx Halliburton Econocem cement with additives mixed at 13.5 ppg (yield = 1.42 ft^3/sx). Planned TOC 1700'.

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Bill Barrett Corporation
Drilling Program
16-12-46 BTR
Duchesne County, Utah

6. Mud Program

Interval	Weight	Viscosity	Fluid Loss (API filtrate)	Remarks
0' – 80'	8.3 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
80' – 2200	8.3 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
2200' – TD	8.6 – 9.7	42-52	20 cc or less	DAP Polymer Fluid System
Note: Sufficient mud materials to maintain mud properties, control lost circulation and to contain "kicks" will be available at wellsite. BBC may require minor amounts of diesel to be added to its fluid system in order to reduce torque and drag.				

7. BOP and Pressure Containment Data

Depth Intervals	BOP Equipment
0 – 2200'	No pressure control required
2200' – TD	11" 5000# Ram Type BOP 11" 5000# Annular BOP
- Drilling spool to accommodate choke and kill lines;	
- Ancillary and choke manifold to be rated @ 5000 psi;	
- Ancillary equipment and choke manifold rated at 5,000 psi. All BOP and BOPE tests will be in accordance with the requirements of onshore Order No. 2;	
- The BLM and the State of Utah Division of Oil, Gas and Mining will be notified 24 hours in advance of all BOP pressure tests.	
- BOP hand wheels may be underneath the sub-structure of the rig if the drilling rig used is set up To operate most efficiently in this manner.	

8. Auxiliary Equipment

a) Upper kelly cock; lower Kelly cock will be installed while drilling
b) Inside BOP or stab-in valve (available on rig floor)
c) Safety valve(s) and subs to fit all string connections in use
d) Mud monitoring will be visually observed

9. Testing, Logging and Core Programs

Cores	None anticipated
Testing	None anticipated; drill stem tests may be run on shows of interest;
Sampling	30' to 50' samples; surface casing to TD. Preserve samples all show intervals;
Surveys	MWD as needed to land wellbore;
Logging	DIL-GR-SP, FDC-CNL-GR-CALIPER-Pe-Microlog, Sonic-GR (all TD to surface). FMI & Sonic Scanner to be run at geologist's discretion.

If BBC pursues the "Alternate" program, a suite of the above logs will be run on both the intermediate and production hole sections.

10. Anticipated Abnormal Pressures or Temperatures

No abnormal pressures or temperatures or other hazards are anticipated.

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Bill Barrett Corporation
Drilling Program
16-12-46 BTR
Duchesne County, Utah

Maximum anticipated bottom hole pressure equals approximately 4287 psi* and maximum anticipated surface pressure equals approximately 2417 psi** (bottom hole pressure minus the pressure of a partially evacuated hole calculated at 0.22 psi/foot).

*Max Mud Wt x 0.052 x TD = A (bottom hole pressure)
**Maximum surface pressure = A – (0.22 x TD)

11. Location and Type of Water Supply

Water for the drilling and completion will be trucked from the Duchesne City Culinary Water Dock located in Sec. 1, T4S, R5W.

12. Drilling Schedule

Location Construction:	Approximately April 26, 2011
Spud:	Approximately May 26, 2011
Duration:	15 days drilling time
	45 days completion time

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Bill Barrett Corporation

LAKE CANYON & BLACK TAIL RIDGE CEMENT VOLUMES

Well Name:	16-12-46 BTR

Surface Hole Data:

Total Depth:	2,200'
Top of Cement:	0'
OD of Hole:	12.250"
OD of Casing:	9.625"

Calculated Data:

Lead Volume:	**931.7**	ft^3
Lead Fill:	**1,700'**	
Tail Volume:	**274.0**	ft^3
Tail Fill:	**500'**	

Cement Data:

Lead Yield:	3.16	ft^3/sk
% Excess:	75%	
Top of Lead:	0'	

Tail Yield:	1.36	ft^3/sk
% Excess:	75%	
Top of Tail:	1,700'	

Calculated # of Sacks:

# SK's Lead:	**310**
# SK's Tail:	**210**

Production Hole Data:

Total Depth:	5,800'
Top of Cement:	1,700'
Top of Tail:	4,800'
OD of Hole:	8.750"
OD of Casing:	5.500"

Calculated Data:

Lead Volume:	**1174.6**	ft^3
Lead Fill:	**3,100'**	
Tail Volume:	**378.9**	ft^3
Tail Fill:	**1,000'**	

Cement Data:

Lead Yield:	2.31	ft^3/sk
Tail Yield:	1.42	ft^3/sk
% Excess:	50%	

Calculated # of Sacks:

# SK's Lead:	**510**
# SK's Tail:	**280**

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16-12-46 BTR Proposed Cementing Program

Job Recommendation			**Surface Casing**
Lead Cement - (1700' - 0')			
Halliburton Light Premium	Fluid Weight:	11.0	lbm/gal
5.0 lbm/sk Silicalite Compacted	Slurry Yield:	3.16	ft^3/sk
0.25 lbm/sk Kwik Seal	Total Mixing Fluid:	19.48	Gal/sk
0.125 lbm/sk Poly-E-Flake	Top of Fluid:	0'	
2.0% Bentonite	Calculated Fill:	1,700'	
	Volume:	165.93	bbl
	Proposed Sacks:	**310**	**sks**
Tail Cement - (TD - 1700')			
Premium Cement	Fluid Weight:	14.8	lbm/gal
2.0% Calcium Chloride	Slurry Yield:	1.36	ft^3/sk
	Total Mixing Fluid:	6.37	Gal/sk
	Top of Fluid:	1,700'	
	Calculated Fill:	500'	
	Volume:	48.80	bbl
	Proposed Sacks:	**210**	**sks**

Job Recommendation			**Production Casing**
Lead Cement - (4800' - 1700')			
Tuned Light™ System	Fluid Weight:	11.0	lbm/gal
	Slurry Yield:	2.31	ft^3/sk
	Total Mixing Fluid:	10.65	Gal/sk
	Top of Fluid:	1,700'	
	Calculated Fill:	3,100'	
	Volume:	209.18	bbl
	Proposed Sacks:	**510**	**sks**
Tail Cement - (5800' - 4800')			
Econocem™ System	Fluid Weight:	13.5	lbm/gal
0.125 lbm/sk Poly-E-Flake	Slurry Yield:	1.42	ft^3/sk
1.0 lbm/sk Granulite TR 1/4	Total Mixing Fluid:	6.61	Gal/sk
	Top of Fluid:	4,800'	
	Calculated Fill:	1,000'	
	Volume:	67.48	bbl
	Proposed Sacks:	**280**	**sks**

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Form 3160-3
(August 2007)

RECEIVED
NOV 08 2010
BLM

FORM APPROVED
OMB No. 1004-0136
Expires July 31, 2010

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

APPLICATION FOR PERMIT TO DRILL OR REENTER

1a. Type of Work: ☒ DRILL ☐ REENTER	5. Lease Serial No. 2OG0005608
	6. If Indian, Allottee or Tribe Name
	7. If Unit or CA Agreement, Name and No.
1b. Type of Well: ☒ Oil Well ☐ Gas Well ☐ Other ☐ Single Zone ☒ Multiple Zone	8. Lease Name and Well No. 16-12-46 BTR
2. Name of Operator BILL BARRETT CORPORATION Contact: ELAINE WINICK E-Mail: ewinick@billbarrettcorp.com	9. API Well No. 43-013-50467
3a. Address 1099 18TH STREET SUITE 2300 DENVER, CO 80202 / 3b. Phone No. (include area code) Ph: 303-312-8168 Fx: 303-291-0420	10. Field and Pool, or Exploratory ALTAMONT WASATCH
4. Location of Well *(Report location clearly and in accordance with any State requirements.*)* At surface SESE 655FSL 750FEL At proposed prod. zone SESE 655FSL 750FEL	11. Sec., T., R., M., or Blk. and Survey or Area Sec 12 T4S R6W Mer UBM
14. Distance in miles and direction from nearest town or post office* 8.6 MILES SW OF DUCHESNE, UT	12. County or Parish DUCHESNE / 13. State UT
15. Distance from proposed location to nearest property or lease line, ft. (Also to nearest drig. unit line, if any) 4499 / 16. No. of Acres in Lease 66101.00	17. Spacing Unit dedicated to this well 640.00
18. Distance from proposed location to nearest well, drilling, completed, applied for, on this lease, ft. 6257 / 19. Proposed Depth 8500 MD 8500 TVD	20. BLM/BIA Bond No. on file LPM 8874725
21. Elevations (Show whether DF, KB, RT, GL, etc. 6234 GL / 22. Approximate date work will start 10/01/2011	23. Estimated duration 60 DAYS (D&C)

24. Attachments

The following, completed in accordance with the requirements of Onshore Oil and Gas Order No. 1, shall be attached to this form:

1. Well plat certified by a registered surveyor.
2. A Drilling Plan.
3. A Surface Use Plan (if the location is on National Forest System Lands, the SUPO shall be filed with the appropriate Forest Service Office).
4. Bond to cover the operations unless covered by an existing bond on file (see Item 20 above).
5. Operator certification
6. Such other site specific information and/or plans as may be required by the authorized officer.

25. Signature (Electronic Submission)	Name (Printed/Typed) ELAINE WINICK Ph: 303-312-8168	Date 11/05/2010
Title SENIOR PERMIT ANALYST		
Approved by (Signature)	Name (Printed/Typed) Jerry Kenczka	Date APR 08 2011
Title Assistant Field Manager Lands & Mineral Resources	Office VERNAL FIELD OFFICE	

Application approval does not warrant or certify the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.
Conditions of approval, if any, are attached.

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

CONDITIONS OF APPROVAL ATTACHED

Additional Operator Remarks (see next page)

NOS 8/27/10

AFMSS# 10550422AE

NOTICE OF APPROVAL

Electronic Submission #96867 verified by the BLM Well Information System
For BILL BARRETT CORPORATION, sent to the Vernal
Committed to AFMSS for processing by ROBIN R. HANSEN on 11/09/2010 ()

RECEIVED
APR 13 2011
DIV. OF OIL, GAS & MINING

**** OPERATOR-SUBMITTED ** OPERATOR-SUBMITTED ** OPERATOR-SUBMITTED ****

UDOGM

10550422AE

NOS 8/27/2010

UNITED STATES DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT
VERNAL FIELD OFFICE
170 South 500 East VERNAL, UT 84078 (435) 781-4400

CONDITIONS OF APPROVAL FOR APPLICATION FOR PERMIT TO DRILL

Company:	**Bill Barrett Corporation**	**Location:**	**SESE, Sec. 12, T4S, R6W**
Well No:	**16-12-46 BTR**	**Lease No:**	**2OG0005608**
API No:	**43-013-50467**	**Agreement:**	**N/A**

OFFICE NUMBER: (435) 781-4400

OFFICE FAX NUMBER: (435) 781-3420

A COPY OF THESE CONDITIONS SHALL BE FURNISHED TO YOUR FIELD REPRESENTATIVE TO INSURE COMPLIANCE

All lease and/or unit operations are to be conducted in such a manner that full compliance is made with the applicable laws, regulations (43 CFR Part 3160), and this approved Application for Permit to Drill including Surface and Downhole Conditions of Approval. The operator is considered fully responsible for the actions of his subcontractors. A copy of the approved APD must be on location during construction, drilling, and completion operations. **This permit is approved for a two (2) year period, or until lease expiration, whichever occurs first. An additional extension, up to two (2) years, may be applied for by sundry notice prior to expiration.**

NOTIFICATION REQUIREMENTS

Construction Activity (Notify Ute Tribe Energy & Minerals Dept. and BLM Environmental Scientist)	-	The Ute Tribe Energy & Minerals Dept. and BLM Environmental Scientist shall be notified at least 48 hours in advance of any construction activity. The Ute Tribal office is open Monday through Thursday.
Construction Completion (Notify Ute Tribe Energy & Minerals Dept. and BLM Environmental Scientist)	-	Upon completion of the pertinent APD/ROW construction, notify the Ute Tribe Energy & Minerals Dept. for a Tribal Technician to verify the Affidavit of Completion. Notify the BLM Environmental Scientist prior to moving on the drilling rig.
Spud Notice (Notify BLM Petroleum Engineer)	-	Twenty-Four (24) hours prior to spudding the well.
Casing String & Cementing (Notify BLM Supv. Petroleum Tech.)	-	Twenty-Four (24) hours prior to running casing and cementing all casing strings to: ut_vn_opreport@blm.gov.
BOP & Related Equipment Tests (Notify BLM Supv. Petroleum Tech.)	-	Twenty-Four (24) hours prior to initiating pressure tests.
First Production Notice (Notify BLM Petroleum Engineer)	-	Within Five (5) business days after new well begins or production resumes after well has been off production for more than ninety (90) days.

SURFACE USE PROGRAM
CONDITIONS OF APPROVAL (COAs)

Well Numbers:
The Ute Tribal 1-13D-47 BTR, 7-13D-46 BTR, 16-13-46 BTR, 13-12-46 BTR, 16-12-46 BTR.

Additional Stipulations:

- Production Equipment will be painted Yuma Green to help blend into the surrounding vegetation.

General Conditions of Approval:

- A 30' foot corridor right-of-way shall be approved. Upon completion of each pipeline in corridor, they shall be identified and filed with the Ute Tribe.

- Bill Barrett Corporation will adhere to any applicant committed measures found in the Black Tail Ridge Exploratory Natural Gas Development and Leasing Project Environmental Assessment No. U&O-FY11-Q2-021.

- The Ute Tribe Energy & Minerals Department is to be notified, in writing 48 hours prior to construction of pipelines.

- Construction Notice shall be given to the department on the Ute Tribe workdays, which are Monday through Thursday. The Company understands that they may be responsible for costs incurred by the Ute Tribe after hours.

- The Company shall inform contractors to maintain construction of pipelines within the approved ROW's.

- The Company shall assure the Ute Tribe that "ALL CONTRACTORS, INCLUDING SUB-CONTRACTORS, LEASING CONTRACTORS, AND ETC." have acquired a current and valid Ute Tribal Business License and have "Access Permits" prior to construction, and will have these permits in all vehicles at all times.

- You are hereby notified that working under the *"umbrella"* of a company does not allow you to be in the field, and can be subject to those fines of the Ute Tribe Severance Tax Ordinance.

- Any deviation of submitted APD's and ROW applications the Companies will notify the Ute Tribe and BIA in writing and will receive written authorization of any such change with appropriate authorization.

- Bill Barrett Corporation will implement a "Safety and Emergency Plan." The Company's safety director will ensure its compliance.

- All Company employees and/or authorized personnel (sub-contractors) in the field will have approved applicable APD's, COA's, and/or ROW permits/authorizations on their person(s) during all phases of construction.

- All vehicular traffic, personnel movement, construction/restoration operations shall be confined to the area examined and approved, and to the existing roadways and/or evaluated access routes.

- All personnel shall refrain from collecting artifacts, any paleontological fossils, and from disturbing any significant cultural resources in the area.

- The personnel from the Ute Tribe Energy & Minerals Department shall be notified should cultural remains from subsurface deposits be exposed or identified during construction. All construction will cease.

- Upon completion of Application for Corridor Right-Way, the company will notify the Ute Tribe Energy & Minerals Department, so that a Tribal Technician can verify Affidavit of Completion.

DOWNHOLE PROGRAM
CONDITIONS OF APPROVAL (COAs)

SITE SPECIFIC DOWNHOLE COAs:

- A CBL/GR shall be run from TD to surface on the production casing or the intermediate casing and liner.
- Cement for the production or intermediate casing string shall be brought 200 feet above the surface casing shoe.

All provisions outlined in Onshore Oil & Gas Order #2 Drilling Operations shall be strictly adhered to. The following items are emphasized:

DRILLING/COMPLETION/PRODUCING OPERATING STANDARDS

- The spud date and time shall be reported orally to Vernal Field Office within 24 hours of spudding.
- Notify Vernal Field Office Supervisory Petroleum Engineering Technician at least 24 hours in advance of casing cementing operations and BOPE & casing pressure tests.
- All requirements listed in Onshore Order #2 III. E. Special Drilling Operations are applicable for air drilling of surface hole.
- Blowout prevention equipment (BOPE) shall remain in use until the well is completed or abandoned. Closing unit controls shall remain unobstructed and readily accessible at all times. Choke manifolds shall be located outside of the rig substructure.
- All BOPE components shall be inspected daily and those inspections shall be recorded in the daily drilling report. Components shall be operated and tested as required by Onshore Oil & Gas Order No. 2 to insure good mechanical working order. All BOPE pressure tests shall be performed by a test pump with a chart recorder and **NOT** by the rig pumps. Test shall be reported in the driller's log.
- BOP drills shall be initially conducted by each drilling crew within 24 hours of drilling out from under the surface casing and weekly thereafter as specified in Onshore Oil & Gas Order No. 2.
- Casing pressure tests are required before drilling out from under all casing strings set and cemented in place.
- No aggressive/fresh hard-banded drill pipe shall be used within casing.
- **Cement baskets shall not be run on surface casing.**
- The operator must report all shows of water or water-bearing sands to the BLM. If flowing water is encountered it must be sampled, analyzed, and a copy of the analyses submitted to the BLM Vernal Field Office.

- The operator must report encounters of all non oil & gas mineral resources (such as Gilsonite, tar sands, oil shale, trona, etc.) to the Vernal Field Office, in writing, within 5 working days of each encounter. Each report shall include the well name/number, well location, date and depth (from KB or GL) of encounter, vertical footage of the encounter and, the name of the person making the report (along with a telephone number) should the BLM need to obtain additional information.

- A complete set of angular deviation and directional surveys of a directional well will be submitted to the Vernal BLM office engineer within 30 days of the completion of the well.

- While actively drilling, chronologic drilling progress reports shall be filed directly with the BLM, Vernal Field Office on a weekly basis in sundry, letter format or e-mail to the Petroleum Engineers until the well is completed.

- A cement bond log (CBL) will be run from the production casing shoe to the top of cement and shall be utilized to determine the bond quality for the production casing. Submit a field copy of the CBL to this office.

- **Please submit an electronic copy of all other logs run on this well in LAS format to UT_VN_Welllogs@BLM.gov. This submission will supersede the requirement for submittal of paper logs to the BLM.**

- There shall be no deviation from the proposed drilling, completion, and/or workover program as approved. Safe drilling and operating practices must be observed. Any changes in operation must have prior approval from the BLM Vernal Field Office.

OPERATING REQUIREMENT REMINDERS:

- All wells, whether drilling, producing, suspended, or abandoned, shall be identified in accordance with 43 CFR 3162.6. There shall be a sign or marker with the name of the operator, lease serial number, well number, and surveyed description of the well.

- For information regarding production reporting, contact the Office of Natural Resources Revenue (ONRR) at www.ONRR.gov.

- Should the well be successfully completed for production, the BLM Vernal Field office must be notified when it is placed in a producing status. Such notification will be by written communication and must be received in this office by not later than the fifth business day following the date on which the well is placed on production. The notification shall provide, as a minimum, the following informational items:

    - Operator name, address, and telephone number.

    - Well name and number.

    - Well location (¼¼, Sec., Twn, Rng, and P.M.).

    - Date well was placed in a producing status (date of first production for which royalty will be paid).

    - The nature of the well's production, (i.e., crude oil, or crude oil and casing head gas, or natural gas and entrained liquid hydrocarbons).

    - The Federal or Indian lease prefix and number on which the well is located; otherwise the non-Federal or non-Indian land category, i.e., State or private.

    - Unit agreement and/or participating area name and number, if applicable.

    - Communitization agreement number, if applicable.

- Any venting or flaring of gas shall be done in accordance with Notice to Lessees (NTL) 4A and needs prior approval from the BLM Vernal Field Office.

- All undesirable events (fires, accidents, blowouts, spills, discharges) as specified in NTL 3A will be reported to the BLM, Vernal Field Office. Major events, as defined in NTL3A, shall be reported verbally within 24 hours, followed by a written report within 15 days. "Other than Major Events" will be reported in writing within 15 days. "Minor Events" will be reported on the Monthly Report of Operations and Production.

- Whether the well is completed as a dry hole or as a producer, "Well Completion and Recompletion Report and Log" (BLM Form 3160-4) shall be submitted not later than 30 days after completion of the well or after completion of operations being performed, in accordance with 43 CFR 3162.4-1. Two copies of all logs run, core descriptions, and all other surveys or data obtained and compiled during the drilling, workover, and/or completion operations, shall be filed on BLM Form 3160-4. Submit with the well completion report a geologic report including, at a minimum, formation tops, and a summary and conclusions. Also include deviation surveys, sample descriptions, strip logs, core data, drill stem test data, and results of production tests if

performed. Samples (cuttings, fluid, and/or gas) shall be submitted only when requested by the BLM, Vernal Field Office.

- All off-lease storage, off-lease measurement, or commingling on-lease or off-lease, shall have prior written approval from the BLM Vernal Field Office.

- Oil and gas meters shall be calibrated in place prior to any deliveries. The BLM Vernal Field Office Petroleum Engineers will be provided with a date and time for the initial meter calibration and all future meter proving schedules. A copy of the meter calibration reports shall be submitted to the BLM Vernal Field Office. All measurement facilities will conform to the API standards for liquid hydrocarbons and the AGA standards for natural gas measurement. All measurement points shall be identified as the point of sale or allocation for royalty purposes.

- A schematic facilities diagram as required by Onshore Oil & Gas Order No. 3 shall be submitted to the BLM Vernal Field Office within 30 days of installation or first production, whichever occurs first. All site security regulations as specified in Onshore Oil & Gas Order No. 3 shall be adhered to. All product lines entering and leaving hydrocarbon storage tanks will be effectively sealed in accordance with Onshore Oil & Gas Order No. 3.

- Any additional construction, reconstruction, or alterations of facilities, including roads, gathering lines, batteries, etc., which will result in the disturbance of new ground, shall require the filing of a suitable plan and need prior approval of the BLM Vernal Field Office. Emergency approval may be obtained orally, but such approval does not waive the written report requirement.

- No location shall be constructed or moved, no well shall be plugged, and no drilling or workover equipment shall be removed from a well to be placed in a suspended status without prior approval of the BLM Vernal Field Office. If operations are to be suspended for more than 30 days, prior approval of the BLM Vernal Field Office shall be obtained and notification given before resumption of operations.

- Pursuant to Onshore Oil & Gas Order No. 7, this is authorization for pit disposal of water produced from this well for a period of 90 days from the date of initial production. A permanent disposal method must be approved by this office and in operation prior to the end of this 90-day period. In order to meet this deadline, an application for the proposed permanent disposal method shall be submitted along with any necessary water analyses, as soon as possible, but no later than 45 days after the date of first production. Any method of disposal which has not been approved prior to the end of the authorized 90-day period will be considered as an Incident of Noncompliance and will be grounds for issuing a shut-in order until an acceptable manner for disposing of said water is provided and approved by this office.

- Unless the plugging is to take place immediately upon receipt of oral approval, the Field Office Petroleum Engineers must be notified at least 24 hours in advance of the plugging of the well, in order that a representative may witness plugging operations. If a well is suspended or abandoned, all pits must be fenced immediately until they are backfilled. The "Subsequent Report of Abandonment" (Form BLM 3160-5) must be submitted within 30 days after the actual plugging of the well bore, showing location of plugs, amount of cement in each, and amount of casing left in hole, and the current status of the surface restoration.

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

5.LEASE DESIGNATION AND SERIAL NUMBER: 2OG0005608

6. IF INDIAN, ALLOTTEE OR TRIBE NAME: UTE

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL Oil Well

8. WELL NAME and NUMBER: 16-12-46 BTR

2. NAME OF OPERATOR: BILL BARRETT CORP

9. API NUMBER: 43013504670000

3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202

PHONE NUMBER: 303 312-8164 Ext

9. FIELD and POOL or WILDCAT: ALTAMONT

4. LOCATION OF WELL
FOOTAGES AT SURFACE: 0655 FSL 0750 FEL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESE Section: 12 Township: 04.0S Range: 06.0W Meridian: U

COUNTY: DUCHESNE

STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
✓ NOTICE OF INTENT Approximate date work will start: 5/16/2011	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
	✓ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
☐ SPUD REPORT Date of Spud:	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
☐ DRILLING REPORT Report Date:	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

This sundry is being submitted to request changes in the proposed bottom hole location and to change the name of the proposed well. New Well Name: 16-12D-46 BTR New Proposed Bottom Hole: 810' FSL, 810' FEL, A revised legal plat, drilling plan, directional letter and directional plan is attached.

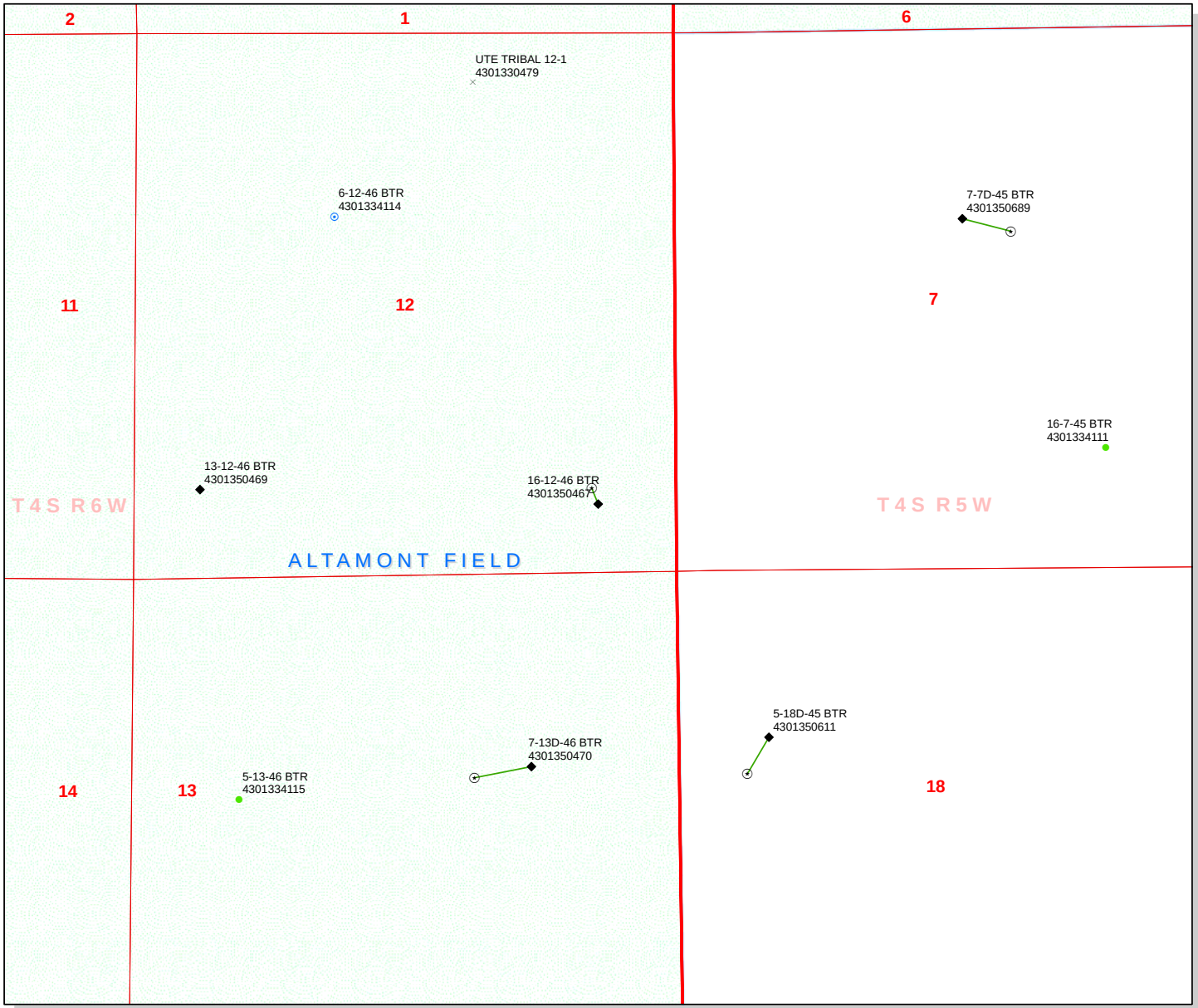
Approved by the Utah Division of Oil, Gas and Mining

Date: 05/11/2011

By: 

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Tracey Fallang	303 312-8134	Regulatory Manager
SIGNATURE		**DATE**
N/A		5/4/2011

RECEIVED May. 04, 2011



API Number: 4301350467

Well Name: 16-12-46 BTR

Township T0.4 . Range R0.6 . Section 12

Meridian: UBM

Operator: BILL BARRETT CORP

Map Prepared:
Map Produced by Diana Mason

Units
STATUS
ACTIVE
EXPLORATORY
GAS STORAGE
NF PP OIL
NF SECONDARY
PI OIL
PP GAS
PP GEOTHERML
PP OIL
SECONDARY
TERMINATED

Fields
STATUS
Unknown
ABANDONED
ACTIVE
COMBINED
INACTIVE
STORAGE
TERMINATED
Sections
Township

Wells Query
Status
APD - Aproved Permit
DRL - Spuded (Drilling Commenced)
GIW - Gas Injection
GS - Gas Storage
LA - Location Abandoned
LOC - New Location
OPS - Operation Suspended
PA - Plugged Abandoned
PGW - Producing Gas Well
POW - Producing Oil Well
RET - Returned APD
SGW - Shut-in Gas Well
SOW - Shut-in Oil Well
TA - Temp. Abandoned
TW - Test Well
WDW - Water Disposal
WIW - Water Injection Well
WSW - Water Supply Well

1,250 625 0 1,250 Feet

1:12,000

RECEIVED May. 04, 2011

Bill Barrett Corporation

May 4, 2011

Ms. Diana Mason – Petroleum Technician
State of Utah Division of Oil, Gas and Mining
1594 West North Temple, Suite 1210
P. O. Box 145801
Salt Lake City, Utah 84114-5801

Re: Directional Drilling R649-3-11
Blacktail Ridge Area #16-12D-46 BTR Well
Surface: 655' FSL & 750' FEL, SESE, 12-T4S-R6W, USM
Bottom Hole: 810' FSL & 810' FEL, SESE, 12-T4S-R6W, USM
Duchesne County, Utah

Dear Ms. Mason,

Pursuant to the filing of Bill Barrett Corporation's ("BBC") Application for Permit to Drill the above referenced well, we hereby submit this letter in accordance with Oil & Gas Conservation Rules R649-2, R649-3, R649-10 and R649-11, pertaining to the Location and Siting of Wells.

- The proposed location is within our Blacktail Ridge Area.
- BBC is permitting this well as a directional well in order to minimize surface disturbance. By locating the well at the surface location and directionally drilling from this location, BBC will be able to utilize the existing road and pipelines in the area.
- The well will be drilled under an Exploration and Development Agreement between the Ute Indian Tribe and Ute Distribution Corporation. Ute Energy, LLC owns a right to participate in this well.
- BBC certifies that it is the working interest owner of all lands within 460 feet of the proposed well location, and together with Ute Energy, LLC, we own 100% of the working interest in these lands.

Based on the information provided, BBC requests that the permit be granted pursuant to R649-3-11. Should you have any questions or need further information, please contact me at 303-312-8544.

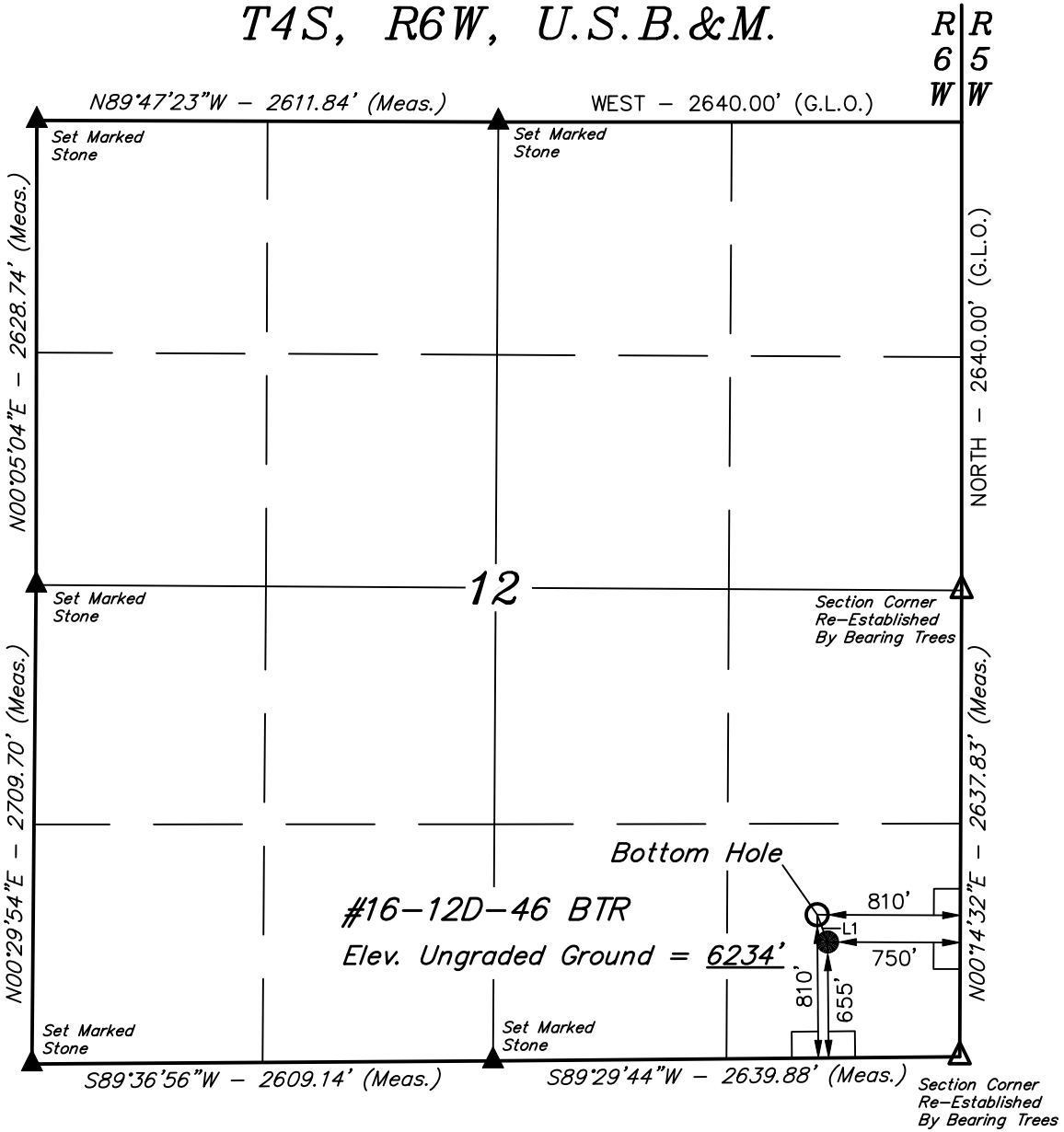
Sincerely,

David Watts by JLP

David Watts
Landman

1099 18TH STREET
SUITE 2300
DENVER, CO 80202

T4S, R6W, U.S.B.&M.



BILL BARRETT CORPORATION

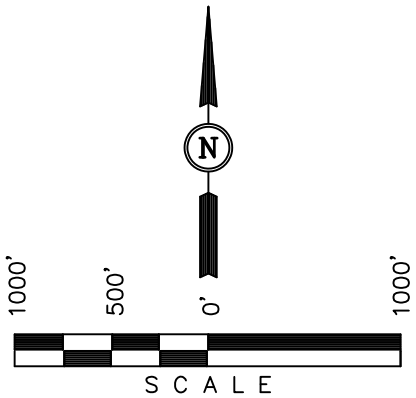
Well location, #16–12D–46 BTR, located as shown in the SE 1/4 SE 1/4 of Section 12, T4S, R6W, U.S.B.&M., Duchesne County, Utah.

BASIS OF ELEVATION

BENCH MARK (M67) LOCATED IN THE SW 1/4 OF SECTION 9, T5S, R4W, U.S.B.&M., TAKEN FROM THE DUCHESNE SE, QUADRANGLE, UTAH, DUCHESNE COUNTY, 7.5 MINUTE QUAD. (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 6097 FEET.

BASIS OF BEARINGS

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.



CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH

REVISED: 04–27–11

LEGEND:

- = 90° SYMBOL
- = PROPOSED WELL HEAD.
- = SECTION CORNERS LOCATED.
- = SECTION CORNERS RE–ESTABLISHED. (Not Set on Ground.)

LINE TABLE		
LINE	BEARING	LENGTH
L1	N21°00'38"W	165.41'

NAD 83 (TARGET BOTTOM HOLE)	NAD 83 (SURFACE LOCATION)
LATITUDE = 40°08'32.56" (40.142378)	LATITUDE = 40°08'31.04" (40.141956)
LONGITUDE = 110°30'18.25" (110.505069)	LONGITUDE = 110°30'17.48" (110.504856)
NAD 27 (TARGET BOTTOM HOLE)	NAD 27 (SURFACE LOCATION)
LATITUDE = 40°08'32.71" (40.142419)	LATITUDE = 40°08'31.19" (40.141997)
LONGITUDE = 110°30'15.69" (110.504358)	LONGITUDE = 110°30'14.82" (110.504144)

UINTAH ENGINEERING & LAND SURVEYING
85 SOUTH 200 EAST – VERNAL, UTAH 84078
(435) 789–1017

SCALE	DATE SURVEYED:	DATE DRAWN:
1" = 1000'	7–15–10	08–13–10
PARTY: C.R. B.H. C.C.	REFERENCES: G.L.O. PLAT	
WEATHER: HOT	FILE: BILL BARRETT CORPORATION	

RECEIVED May: 04, 2011

DRILLING PLAN

BILL BARRETT CORPORATION
16-12D-46 BTR
SESE, 655' FSL, 750' FEL, Section 12-T4S-R6W (surface)
SESE, 810' FSL, 810' FEL, Sec. 12, T4S-R6W (bottom)
Duchesne County, Utah

1 - 2. Estimated Tops of Geological Markers and Formations Expected to Contain Water, Oil and Gas and Other Minerals

Formation	Depth – MD
Lower Green River*	4145'
Douglas Creek	4990'
Black Shale	5830'
Castle Peak	6050'
Wasatch*	6585'
TD	8472'

*PROSPECTIVE PAY
Members of the Wasatch and the Lower Green River are primary objectives for oil/gas.

3. BOP and Pressure Containment Data

Depth Intervals	BOP Equipment
0 – 2200'	No pressure control required
2200' – TD	11" 5000# Ram Type BOP 11" 5000# Annular BOP
- Drilling spool to accommodate choke and kill lines;	
- Ancillary equipment and choke manifold rated at 5,000 psi. All BOP and BOPE tests will be in accordance with the requirements of onshore Order No. 2;	
- The BLM and the State of Utah Division of Oil, Gas and Mining will be notified 24 hours in advance of all BOP pressure tests.	
- BOP hand wheels may be underneath the sub-structure of the rig if the drilling rig used is set up To operate most efficiently in this manner.	

4. Casing Program

Hole Size	SETTING DEPTH (FROM)	(TO)	Casing Size	Casing Weight	Casing Grade	Thread	Condition
26"	Surface	80'	16"	65#			
12-1/4"	surface	2200'	9-5/8"	36#	J or K 55	LT&C	New
8-3/4"	surface	TD	5 ½"	17#	P-110	LT&C	New

RECEIVED May. 04, 2011

Bill Barrett Corporation
Drilling Program
16-12D-46 BTR
Duchesne County, Utah

5. Cementing Program

16" Conductor Casing	Grout
12-1/4" hole for 9-5/8" Surface Casing	Lead with approximately 310 sx Halliburton Light Premium with additives mixed at 11.0 ppg (yield = 3.16 ft^3/sx) circulated to surface with 75% excess. Tail with approximately 210 sx Halliburton Premium cement with additives mixed at 14.8 ppg (yield = 1.36 ft^3/sx). Calculated hole volume with 75% excess.
8-3/4 hole for 5 ½" Production Casing	**Plan to run 10-12 swell packers from TD to 5800' (no cement)** **DV tool/ECP at 5800'. Cement 5800' to 1700'.** Lead with approximately 510 sx Tuned Light cement with additives mixed at 11.0 ppg (yield = 2.31 ft^3/sx). Tail with approximately 280 sx Halliburton Econocem cement with additives mixed at 13.5 ppg (yield = 1.42 ft^3/sx). Planned TOC 1700'.

6. Mud Program

Interval	Weight	Viscosity	Fluid Loss (API filtrate)	Remarks
0' – 80'	8.3 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
80' – 2200	8.3 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
2200' – TD	8.6 – 9.7	42-52	20 cc or less	DAP Polymer Fluid System
Note: Sufficient mud materials to maintain mud properties, control lost circulation and to contain "kicks" will be available at wellsite. BBC may require minor amounts of diesel to be added to its fluid system in order to reduce torque and drag.				

7. Testing, Logging and Core Programs

Cores	None anticipated
Testing	None anticipated; drill stem tests may be run on shows of interest;
Sampling	30' to 50' samples; surface casing to TD. Preserve samples all show intervals;
Surveys	MWD as needed to land wellbore;
Logging	DIL-GR-SP, FDC-CNL-GR-CALIPER-Pe-Microlog, Sonic-GR (all TD to surface). FMI & Sonic Scanner to be run at geologist's discretion.

RECEIVED May. 04, 2011

Bill Barrett Corporation
Drilling Program
16-12D-46 BTR
Duchesne County, Utah

8. Anticipated Abnormal Pressures or Temperatures

No abnormal pressures or temperatures or other hazards are anticipated.

Maximum anticipated bottom hole pressure equals approximately 4268 psi* and maximum anticipated surface pressure equals approximately 2406 psi** (bottom hole pressure minus the pressure of a partially evacuated hole calculated at 0.22 psi/foot).

*Max Mud Wt x 0.052 x TD = A (bottom hole pressure)
**Maximum surface pressure = A – (0.22 x TD)

9. Auxiliary Equipment

a) Upper kelly cock; lower Kelly cock will be installed while drilling
b) Inside BOP or stab-in valve (available on rig floor)
c) Safety valve(s) and subs to fit all string connections in use
d) Mud monitoring will be visually observed

10. Location and Type of Water Supply

Water for the drilling and completion will be trucked from the Duchesne City Culinary Water Dock located in Sec. 1, T4S, R5W.

11. Drilling Schedule

Location Construction:	Complete
Spud:	Approximately May 18, 2011
Duration:	15 days drilling time
	45 days completion time

RECEIVED May. 04, 2011

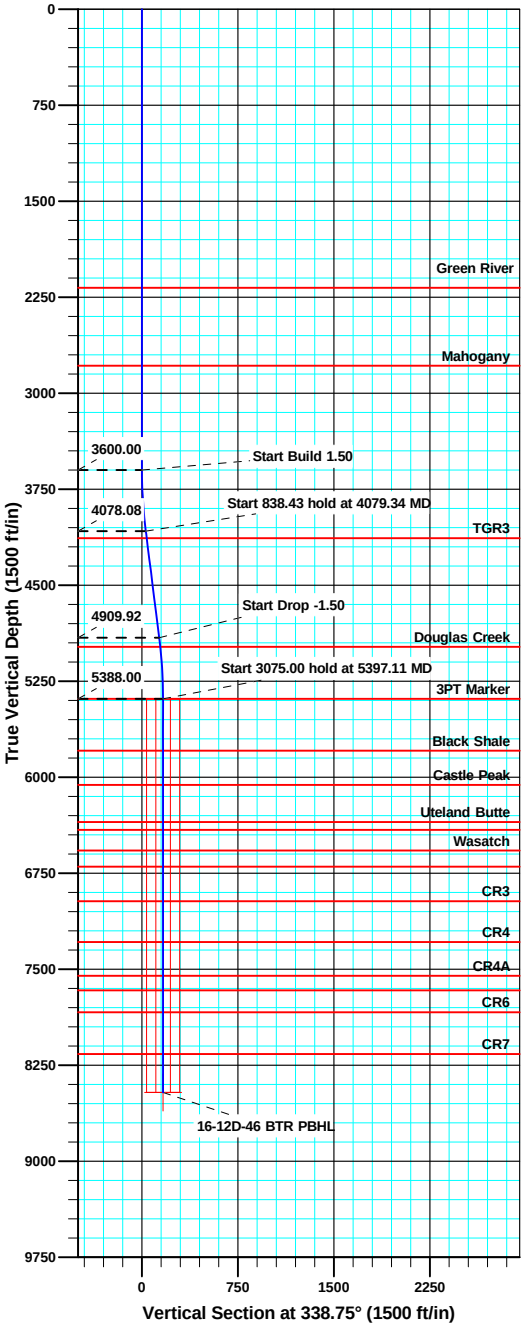
Bill Barrett Corporation

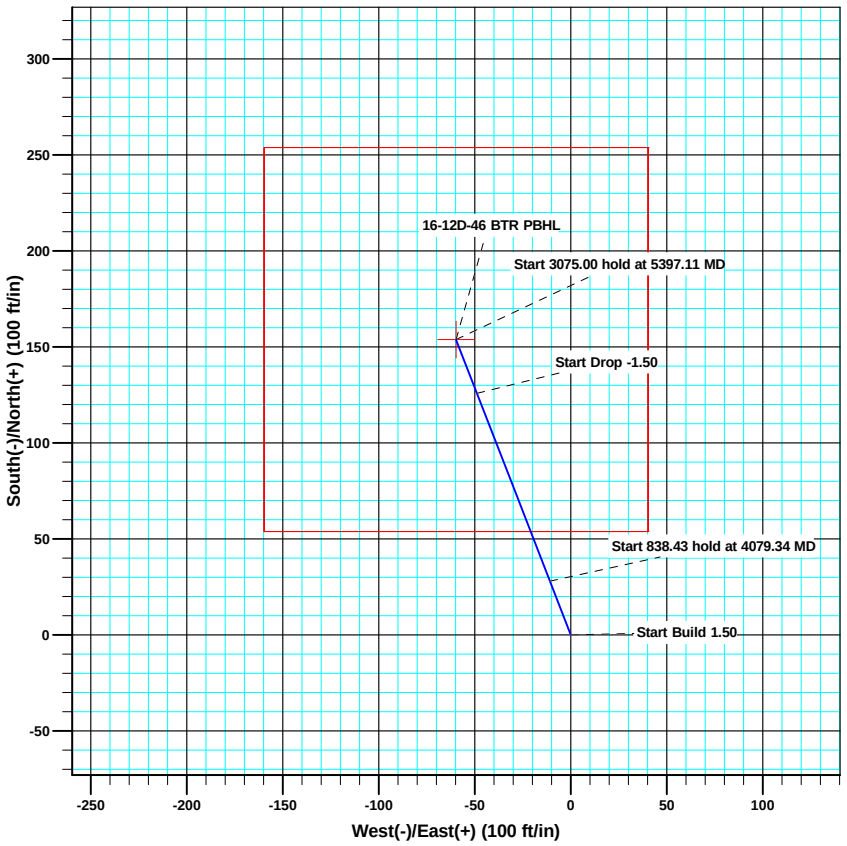
WELL DETAILS: 16-12D-46 BTR

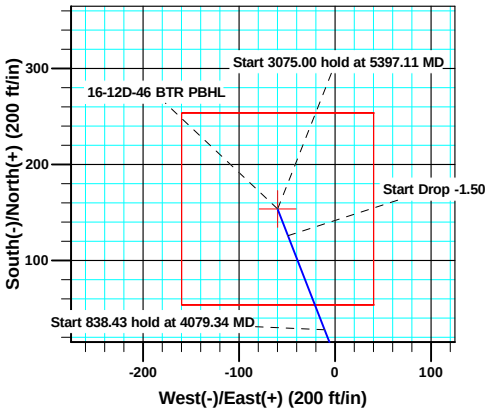
US State Plane 1927 (Exact solution) , Utah Central 4302 , NAD 1927 (NADCON CONUS)

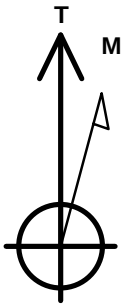
+N/-S	+E/-W	Northing	Easting	Latitude	Longitude
0.00	0.00	660317.67	2278400.52	40° 8' 31.19 N	110° 30' 14.92 W

Ground Level: 6230.00 Well #1 - 16' KB









Azimuths to True North
Magnetic North: 11.52°

Magnetic Field
Strength: 52265.8snT
Dip Angle: 65.79°
Date: 5/3/2011
Model: IGRF2010

SECTION DETAILS

MD	Inc	Azi	TVD	+N/-S	+E/-W	Dleg	TFace	VSect	Target
0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
3600.00	0.00	0.00	3600.00	0.00	0.00	0.00	0.00	0.00	
4079.34	7.19	338.75	4078.08	28.00	-10.88	1.50	338.75	30.04	
4917.77	7.19	338.75	4909.92	125.80	-48.91	0.00	0.00	134.98	
5397.11	0.00	0.00	5388.00	153.80	-59.80	1.50	180.00	165.01	
8472.11	0.00	0.00	8463.00	153.80	-59.80	0.00	0.00	165.01	16-12D-46 BTR PBHL

Sharewell Energy Services, LP

Sharewell
Planning Report

Sharewell Energy Services, LP

Database:	EDM 5000.1 Single User Db	**Local Co-ordinate Reference:**	Well Well #1 - 16' KB
Company:	Bill Barrett Corp.	**TVD Reference:**	KB @ 6246.00ft
Project:	Duchesne County, UT [NAD27]	**MD Reference:**	KB @ 6246.00ft
Site:	16-12D-46 BTR	**North Reference:**	True
Well:	Well #1 - 16' KB	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	Wellbore #1		
Design:	plan1 03may11 rbw		

Project Duchesne County, UT [NAD27]

Map System:	US State Plane 1927 (Exact solution)	**System Datum:**	Mean Sea Level
Geo Datum:	NAD 1927 (NADCON CONUS)		
Map Zone:	Utah Central 4302		

Site 16-12D-46 BTR

Site Position:		**Northing:**	660,317.68 usft	**Latitude:**	40° 8' 31.19 N
From:	Lat/Long	**Easting:**	2,278,400.52 usft	**Longitude:**	110° 30' 14.92 W
Position Uncertainty:	0.00 ft	**Slot Radius:**	1.10 ft	**Grid Convergence:**	0.64 °

Well Well #1 - 16' KB

Well Position	**+N/-S**	0.00 ft	**Northing:**	660,317.68 usft	**Latitude:**	40° 8' 31.19 N
	+E/-W	0.00 ft	**Easting:**	2,278,400.52 usft	**Longitude:**	110° 30' 14.92 W
Position Uncertainty		0.00 ft	**Wellhead Elevation:**		**Ground Level:**	6,230.00 ft

Wellbore Wellbore #1

Magnetics	Model Name	Sample Date	Declination (°)	Dip Angle (°)	Field Strength (nT)
	IGRF2010	5/3/2011	11.52	65.79	52,266

Design plan1 03may11 rbw

Audit Notes:

Version:		**Phase:**	PROTOTYPE	**Tie On Depth:**	0.00

Vertical Section:	Depth From (TVD) (ft)	+N/-S (ft)	+E/-W (ft)	Direction (°)
	0.00	0.00	0.00	338.75

Plan Sections

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)	TFO (°)	Target
0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
3,600.00	0.00	0.00	3,600.00	0.00	0.00	0.00	0.00	0.00	0.00	
4,079.34	7.19	338.75	4,078.08	28.00	-10.88	1.50	1.50	0.00	338.75	
4,917.77	7.19	338.75	4,909.92	125.80	-48.91	0.00	0.00	0.00	0.00	
5,397.11	0.00	0.00	5,388.00	153.80	-59.80	1.50	-1.50	0.00	180.00	
8,472.11	0.00	0.00	8,463.00	153.80	-59.80	0.00	0.00	0.00	0.00	16-12D-46 BTR PBHl

Sharewell
Planning Report

Sharewell Energy Services, LP

Database:	EDM 5000.1 Single User Db	**Local Co-ordinate Reference:**	Well Well #1 - 16' KB
Company:	Bill Barrett Corp.	**TVD Reference:**	KB @ 6246.00ft
Project:	Duchesne County, UT [NAD27]	**MD Reference:**	KB @ 6246.00ft
Site:	16-12D-46 BTR	**North Reference:**	True
Well:	Well #1 - 16' KB	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	Wellbore #1		
Design:	plan1 03may11 rbw		

Planned Survey

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)
3,600.00	0.00	0.00	3,600.00	0.00	0.00	0.00	0.00	0.00	0.00
Start Build 1.50									
3,700.00	1.50	338.75	3,699.99	1.22	-0.47	1.31	1.50	1.50	0.00
3,800.00	3.00	338.75	3,799.91	4.88	-1.90	5.23	1.50	1.50	0.00
3,900.00	4.50	338.75	3,899.69	10.97	-4.27	11.77	1.50	1.50	0.00
4,000.00	6.00	338.75	3,999.27	19.50	-7.58	20.92	1.50	1.50	0.00
4,079.34	7.19	338.75	4,078.08	28.00	-10.88	30.04	1.50	1.50	0.00
Start 838.43 hold at 4079.34 MD									
4,100.00	7.19	338.75	4,098.58	30.41	-11.82	32.62	0.00	0.00	0.00
4,134.69	7.19	338.75	4,133.00	34.45	-13.39	36.96	0.00	0.00	0.00
TGR3									
4,200.00	7.19	338.75	4,197.79	42.07	-16.36	45.14	0.00	0.00	0.00
4,300.00	7.19	338.75	4,297.01	53.74	-20.89	57.66	0.00	0.00	0.00
4,400.00	7.19	338.75	4,396.22	65.40	-25.43	70.17	0.00	0.00	0.00
4,500.00	7.19	338.75	4,495.44	77.07	-29.96	82.69	0.00	0.00	0.00
4,600.00	7.19	338.75	4,594.65	88.73	-34.50	95.20	0.00	0.00	0.00
4,700.00	7.19	338.75	4,693.86	100.40	-39.03	107.72	0.00	0.00	0.00
4,800.00	7.19	338.75	4,793.08	112.06	-43.57	120.24	0.00	0.00	0.00
4,900.00	7.19	338.75	4,892.29	123.73	-48.11	132.75	0.00	0.00	0.00
4,917.77	7.19	338.75	4,909.92	125.80	-48.91	134.98	0.00	0.00	0.00
Start Drop -1.50									
4,990.34	6.10	338.75	4,982.00	133.63	-51.95	143.37	1.50	-1.50	0.00
Douglas Creek									
5,000.00	5.96	338.75	4,991.61	134.58	-52.32	144.39	1.50	-1.50	0.00
5,100.00	4.46	338.75	5,091.19	143.03	-55.61	153.46	1.50	-1.50	0.00
5,200.00	2.96	338.75	5,190.98	149.06	-57.95	159.93	1.50	-1.50	0.00
5,300.00	1.46	338.75	5,290.90	152.65	-59.35	163.78	1.50	-1.50	0.00
5,397.11	0.00	0.00	5,388.00	153.80	-59.80	165.01	1.50	-1.50	0.00
Start 3075.00 hold at 5397.11 MD - 3PT Marker									
5,400.00	0.00	0.00	5,390.89	153.80	-59.80	165.01	0.00	0.00	0.00
5,500.00	0.00	0.00	5,490.89	153.80	-59.80	165.01	0.00	0.00	0.00
5,600.00	0.00	0.00	5,590.89	153.80	-59.80	165.01	0.00	0.00	0.00
5,700.00	0.00	0.00	5,690.89	153.80	-59.80	165.01	0.00	0.00	0.00
5,800.00	0.00	0.00	5,790.89	153.80	-59.80	165.01	0.00	0.00	0.00
5,803.11	0.00	0.00	5,794.00	153.80	-59.80	165.01	0.00	0.00	0.00
Black Shale									
5,900.00	0.00	0.00	5,890.89	153.80	-59.80	165.01	0.00	0.00	0.00
6,000.00	0.00	0.00	5,990.89	153.80	-59.80	165.01	0.00	0.00	0.00
6,070.11	0.00	0.00	6,061.00	153.80	-59.80	165.01	0.00	0.00	0.00
Castle Peak									
6,100.00	0.00	0.00	6,090.89	153.80	-59.80	165.01	0.00	0.00	0.00
6,200.00	0.00	0.00	6,190.89	153.80	-59.80	165.01	0.00	0.00	0.00
6,300.00	0.00	0.00	6,290.89	153.80	-59.80	165.01	0.00	0.00	0.00
6,359.11	0.00	0.00	6,350.00	153.80	-59.80	165.01	0.00	0.00	0.00
Uteland Butte									
6,400.00	0.00	0.00	6,390.89	153.80	-59.80	165.01	0.00	0.00	0.00
6,421.11	0.00	0.00	6,412.00	153.80	-59.80	165.01	0.00	0.00	0.00
CR1									
6,500.00	0.00	0.00	6,490.89	153.80	-59.80	165.01	0.00	0.00	0.00
6,583.11	0.00	0.00	6,574.00	153.80	-59.80	165.01	0.00	0.00	0.00
Wasatch									
6,600.00	0.00	0.00	6,590.89	153.80	-59.80	165.01	0.00	0.00	0.00
6,700.00	0.00	0.00	6,690.89	153.80	-59.80	165.01	0.00	0.00	0.00

Sharewell
Planning Report

Sharewell Energy Services, LP

Database:	EDM 5000.1 Single User Db	**Local Co-ordinate Reference:**	Well Well #1 - 16' KB
Company:	Bill Barrett Corp.	**TVD Reference:**	KB @ 6246.00ft
Project:	Duchesne County, UT [NAD27]	**MD Reference:**	KB @ 6246.00ft
Site:	16-12D-46 BTR	**North Reference:**	True
Well:	Well #1 - 16' KB	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	Wellbore #1		
Design:	plan1 03may11 rbw		

Planned Survey

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)
6,708.11	0.00	0.00	6,699.00	153.80	-59.80	165.01	0.00	0.00	0.00
CR2									
6,800.00	0.00	0.00	6,790.89	153.80	-59.80	165.01	0.00	0.00	0.00
6,900.00	0.00	0.00	6,890.89	153.80	-59.80	165.01	0.00	0.00	0.00
6,979.11	0.00	0.00	6,970.00	153.80	-59.80	165.01	0.00	0.00	0.00
CR3									
7,000.00	0.00	0.00	6,990.89	153.80	-59.80	165.01	0.00	0.00	0.00
7,100.00	0.00	0.00	7,090.89	153.80	-59.80	165.01	0.00	0.00	0.00
7,200.00	0.00	0.00	7,190.89	153.80	-59.80	165.01	0.00	0.00	0.00
7,296.11	0.00	0.00	7,287.00	153.80	-59.80	165.01	0.00	0.00	0.00
CR4									
7,300.00	0.00	0.00	7,290.89	153.80	-59.80	165.01	0.00	0.00	0.00
7,400.00	0.00	0.00	7,390.89	153.80	-59.80	165.01	0.00	0.00	0.00
7,500.00	0.00	0.00	7,490.89	153.80	-59.80	165.01	0.00	0.00	0.00
7,561.11	0.00	0.00	7,552.00	153.80	-59.80	165.01	0.00	0.00	0.00
CR4A									
7,600.00	0.00	0.00	7,590.89	153.80	-59.80	165.01	0.00	0.00	0.00
7,675.11	0.00	0.00	7,666.00	153.80	-59.80	165.01	0.00	0.00	0.00
CR5									
7,700.00	0.00	0.00	7,690.89	153.80	-59.80	165.01	0.00	0.00	0.00
7,800.00	0.00	0.00	7,790.89	153.80	-59.80	165.01	0.00	0.00	0.00
7,845.11	0.00	0.00	7,836.00	153.80	-59.80	165.01	0.00	0.00	0.00
CR6									
7,900.00	0.00	0.00	7,890.89	153.80	-59.80	165.01	0.00	0.00	0.00
8,000.00	0.00	0.00	7,990.89	153.80	-59.80	165.01	0.00	0.00	0.00
8,100.00	0.00	0.00	8,090.89	153.80	-59.80	165.01	0.00	0.00	0.00
8,172.11	0.00	0.00	8,163.00	153.80	-59.80	165.01	0.00	0.00	0.00
CR7									
8,200.00	0.00	0.00	8,190.89	153.80	-59.80	165.01	0.00	0.00	0.00
8,300.00	0.00	0.00	8,290.89	153.80	-59.80	165.01	0.00	0.00	0.00
8,400.00	0.00	0.00	8,390.89	153.80	-59.80	165.01	0.00	0.00	0.00
8,472.11	0.00	0.00	8,463.00	153.80	-59.80	165.01	0.00	0.00	0.00
TD at 8472.11 - 16-12D-46 BTR PBHL									

Design Targets

Target Name - hit/miss target - Shape	Dip Angle (°)	Dip Dir. (°)	TVD (ft)	+N/-S (ft)	+E/-W (ft)	Northing (usft)	Easting (usft)	Latitude	Longitude
16-12D-46 BTR PBHL - plan hits target center - Rectangle (sides W200.00 H200.00 D3,075.00)	0.00	0.00	8,463.00	153.80	-59.80	660,470.80	2,278,339.02	40° 8' 32.71 N	110° 30' 15.69 W

Sharewell
Planning Report

Sharewell Energy Services, LP

Database:	EDM 5000.1 Single User Db	**Local Co-ordinate Reference:**	Well Well #1 - 16' KB
Company:	Bill Barrett Corp.	**TVD Reference:**	KB @ 6246.00ft
Project:	Duchesne County, UT [NAD27]	**MD Reference:**	KB @ 6246.00ft
Site:	16-12D-46 BTR	**North Reference:**	True
Well:	Well #1 - 16' KB	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	Wellbore #1		
Design:	plan1 03may11 rbw		

Formations

Measured Depth (ft)	Vertical Depth (ft)	Name	Lithology	Dip (°)	Dip Direction (°)
2,177.00	2,177.00	Green River		0.00	
2,786.00	2,786.00	Mahogany		0.00	
4,134.69	4,133.00	TGR3		0.00	
4,990.34	4,982.00	Douglas Creek		0.00	
5,397.11	5,388.00	3PT Marker		0.00	
5,803.11	5,794.00	Black Shale		0.00	
6,070.11	6,061.00	Castle Peak		0.00	
6,359.11	6,350.00	Uteland Butte		0.00	
6,421.11	6,412.00	CR1		0.00	
6,583.11	6,574.00	Wasatch		0.00	
6,708.11	6,699.00	CR2		0.00	
6,979.11	6,970.00	CR3		0.00	
7,296.11	7,287.00	CR4		0.00	
7,561.11	7,552.00	CR4A		0.00	
7,675.11	7,666.00	CR5		0.00	
7,845.11	7,836.00	CR6		0.00	
8,172.11	8,163.00	CR7		0.00	

Plan Annotations

Measured Depth (ft)	Vertical Depth (ft)	Local Coordinates +N/-S (ft)	Local Coordinates +E/-W (ft)	Comment
3,600.00	3,600.00	0.00	0.00	Start Build 1.50
4,079.34	4,078.08	28.00	-10.88	Start 838.43 hold at 4079.34 MD
4,917.77	4,909.92	125.80	-48.91	Start Drop -1.50
5,397.11	5,388.00	153.80	-59.80	Start 3075.00 hold at 5397.11 MD
8,472.11	8,463.00	153.80	-59.80	TD at 8472.11

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER: 2OG0005608

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

6. IF INDIAN, ALLOTTEE OR TRIBE NAME: UTE

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL Oil Well

8. WELL NAME and NUMBER: 16-12-46 BTR

2. NAME OF OPERATOR: BILL BARRETT CORP

9. API NUMBER: 43013504670000

3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202

PHONE NUMBER: 303 312-8164 Ext

9. FIELD and POOL or WILDCAT: ALTAMONT

4. LOCATION OF WELL
FOOTAGES AT SURFACE: 0655 FSL 0750 FEL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESE Section: 12 Township: 04.0S Range: 06.0W Meridian: U

COUNTY: DUCHESNE

STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
☐ NOTICE OF INTENT Approximate date work will start:	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
✓ SPUD REPORT Date of Spud: 5/14/2011	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
☐ DRILLING REPORT Report Date:	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

This sundry is report that this well was spud on 05/14/2011 at 8:30 am.

Accepted by the Utah Division of Oil, Gas and Mining
FOR RECORD ONLY

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Tracey Fallang	303 312-8134	Regulatory Manager
SIGNATURE N/A		**DATE** 5/17/2011

RECEIVED May. 17, 2011

Print Form

BLM - Vernal Field Office - Notification Form

Operator Bill Barrett Corporation Rig Name/# Triple A Drilling
Submitted By Brady Riley Phone Number 303-312-8115
Well Name/Number 16-12-46 BTR
Qtr/Qtr SESE Section 12 Township 4S Range 6W
Lease Serial Number 20G0005608
API Number 43-013-50467

Spud Notice – Spud is the initial spudding of the well, not drilling out below a casing string.

Date/Time 05/13/2011 08:00 AM ☑ PM ☐

Casing – Please report time casing run starts, not cementing times.

- ☐ Surface Casing
- ☐ Intermediate Casing
- ☐ Production Casing
- ☐ Liner
- ☐ Other

RECEIVED
MAY 10 2011
DIV. OF OIL, GAS & MINING

Date/Time _____ _____ AM ☐ PM ☐

BOPE

- ☐ Initial BOPE test at surface casing point
- ☐ BOPE test at intermediate casing point
- ☐ 30 day BOPE test
- ☐ Other

Date/Time _____ _____ AM ☐ PM ☐

Remarks SPUDDING CONDUCTED BY TRIPLE A DRILLING.

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER: 2OG0005608

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6. IF INDIAN, ALLOTTEE OR TRIBE NAME: UTE

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL Oil Well

8. WELL NAME and NUMBER: 16-12-46 BTR

2. NAME OF OPERATOR: BILL BARRETT CORP

9. API NUMBER: 43013504670000

3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202

PHONE NUMBER: 303 312-8164 Ext

9. FIELD and POOL or WILDCAT: ALTAMONT

4. LOCATION OF WELL
FOOTAGES AT SURFACE: 0655 FSL 0750 FEL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESE Section: 12 Township: 04.0S Range: 06.0W Meridian: U

COUNTY: DUCHESNE

STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
☐ NOTICE OF INTENT Approximate date work will start:	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
☐ SPUD REPORT Date of Spud:	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
✓ DRILLING REPORT Report Date: 5/31/2011	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

May Monthly Activity Report: Well Spud.

Accepted by the Utah Division of Oil, Gas and Mining
FOR RECORD ONLY

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Brady Riley	303 312-8115	Permit Analyst
SIGNATURE N/A		**DATE** 6/3/2011

RECEIVED Jun. 03, 2011

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 6

ENTITY ACTION FORM

Operator: Bill Barrett Corporation
Operator Account Number: N 2165
Address: 1099 18th Street, Suite 2300
city Denver
state CO zip 80202
Phone Number: (303) 312-8115

Well 1

API Number	Well Name		QQ	Sec	Twp	Rng	County
4301334132	16-26-36 BTR		SESE	26	3S	6W	Duchesne
Action Code	**Current Entity Number**	**New Entity Number**	**Spud Date**			**Entity Assignment Effective Date**	
A	DUPLICATE		5/12/2011				

Comments: Spudding Operation was conducted by Triple A Drilling @ 1:30 pm. orig sent 5/10/11

Well 2

API Number	Well Name		QQ	Sec	Twp	Rng	County
4301350467	16-12-46 BTR		SESE	12	4S	6W	Duchesne
Action Code	**Current Entity Number**	**New Entity Number**	**Spud Date**			**Entity Assignment Effective Date**	
A	99999	18051	5/14/2011			5/26/11	

Comments: Spudding Operation was conducted by Triple A Drilling @ 8:30 am.
GR-WS BHL=SESE

Well 3

API Number	Well Name		QQ	Sec	Twp	Rng	County
4301350437	7-10-36 BTR		SWNE	10	3S	6W	Duchesne
Action Code	**Current Entity Number**	**New Entity Number**	**Spud Date**			**Entity Assignment Effective Date**	
A	99999	18052	5/9/2011			5/26/11	

Comments: Spudding Operation was conducted by Triple A Drilling @ 1:00 pm.
WSTC = GR-WS

ACTION CODES:
- A - Establish new entity for new well (single well only)
- B - Add new well to existing entity (group or unit well)
- C - Re-assign well from one existing entity to another existing entity
- D - Re-assign well from one existing entity to a new entity
- E - Other (Explain in 'comments' section)

RECEIVED
MAY 18 2011
DIV. OF OIL, GAS & MINING

Brady Riley
Name (Please Print)
Brady Riley
Signature
Permit Analyst
Title
5/17/2011
Date

(5/2000)

T04S R06W S-12 API# 43-013-50467

From: HP 319 <hp319@bbccontractors.com>
To: "caroldaniels@utah.gov" <caroldaniels@utah.gov>, "dennisingram@utah.gov"...
Date: 6/11/2011 7:36 AM
Subject: Notification of Surface Casing/Cement Job & BOPE Test

CC: Brent Murphy <BMurphy@billbarrettcorp.com>, Tracey Fallang <tfallang@bil...

Ladies and Gentlemen:

Please be advised that Bill Barrett Corp on Well ~~16-12D-46~~ 16-12-46 BTR will be running and cementing 9 5/8 surface casing beginning at approximately 06:00 hrs 6/12/11. Following that, the BOPE will be installed with testing beginning at approximately 02:00 hrs 6/13/11.

Regards,
Glenn Randel
BBC Rep
H&P 319

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

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6. IF INDIAN, ALLOTTEE OR TRIBE NAME: UTE

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL Oil Well

8. WELL NAME and NUMBER: 16-12-46 BTR

2. NAME OF OPERATOR: BILL BARRETT CORP

9. API NUMBER: 43013504670000

3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202

PHONE NUMBER: 303 312-8164 Ext

9. FIELD and POOL or WILDCAT: ALTAMONT

4. LOCATION OF WELL
FOOTAGES AT SURFACE: 0655 FSL 0750 FEL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESE Section: 12 Township: 04.0S Range: 06.0W Meridian: U

COUNTY: DUCHESNE

STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
☐ NOTICE OF INTENT Approximate date work will start:	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
☐ SPUD REPORT Date of Spud:	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
✓ DRILLING REPORT Report Date: 6/30/2011	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

June 2011 Monthly Drilling Activity Report attached.

Accepted by the Utah Division of Oil, Gas and Mining
FOR RECORD ONLY

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Brady Riley	303 312-8115	Permit Analyst
SIGNATURE N/A		**DATE** 7/1/2011

RECEIVED Jul. 01, 2011

Bill Barrett Corporation

#16-12D-46 BTR 6/6/2011 14:00 - 6/7/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50467	Utah	DUCHESNE	Black Tail Ridge		7,988.0	Drilling & Completion

Time Log Summary

RIG DOWN IN PREPARATION FOR MOVE TRUCKS/CRANES ARRIVAL. RIG DOWN MUD TANKS, SPLIT BLOCKS & TOP DRIVE, UNSPOOL DRILLING LINE. MOVED OUT MUD MATERIALS & CEMENT BULK TANKS. - 10, BROKE TOUR. NIGHT CREW RETURNS 06:00 HRS. WAIT ON DAYLIGHT. - 6

#16-12D-46 BTR 6/7/2011 06:00 - 6/8/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50467	Utah	DUCHESNE	Black Tail Ridge		7,988.0	Drilling & Completion

Time Log Summary

RIG DOWN & MOVE/RU CAMP. CONTINUE TO RIG DOWN RIG & MOVE/SPOT MUD TANKS, ONE WATER TANK & BOTH PUMPS.

CAMP 100% MOVED & RIGGED UP. MOVED CAMP FIRST BECAUSE LAST LOCATION SO SMALL.

RIG 90% RIGGED DOWN, 50% MOVED, 10% RIGGED UP.

WORKING ON ROTATING MOUSEHOLE INSTALLATION ON THIS LOCATION. STARTED ~19:30 HRS, 6/7/11. - 13.5, WAIT ON DAYLIGHT. INSTALLING ROTATING MOUSEHOLE. - 10.5

#16-12D-46 BTR 6/8/2011 06:00 - 6/9/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50467	Utah	DUCHESNE	Black Tail Ridge		7,988.0	Drilling & Completion

Time Log Summary

FINISH RIG DOWN & MOVE. 100% MOVED, 70% RIGGED UP.

INSTALLING ROTATING MOUSEHOLE. ESTIMATE FINISH ~10:00 hrs, 6/9. - 13.5, WAIT ON DAYLIGHT.

CONTINUE INSTALLATION OF ROTATING MOUSEHOLE. ESTIMATE COMPLETE 10:00 HRS TODAY. - 10.5

#16-12D-46 BTR 6/9/2011 06:00 - 6/10/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50467	Utah	DUCHESNE	Black Tail Ridge		7,988.0	Drilling & Completion

Time Log Summary

CONTINUE TO RIG UP. FINISHED STACKING UP SUBSTRUCTURE/DRAWWORKS & PUT MAST ON RIG FLOOR. PREPARE MAST & RIG FLOOR FOR RAISING MAST. RAISE MAST @ 19:45 HRS. PREPARE MAST FOR SPUD. RIGGED UP 95%.

FINISHED ROTATING MOUSEHOLE INSTALLATION 11:30 HRS. - 18, WAIT ON DAYLIGHT. - 6

#16-12D-46 BTR 6/10/2011 06:00 - 6/11/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50467	Utah	DUCHESNE	Black Tail Ridge		7,988.0	Drilling & Completion

Time Log Summary

FINISH RIG UP. WELD ON 16" RISER & NIPPLE UP FLOWLINE. PICK UP 12 1/4 BHA & TAG UP @ 104'. - 13, DRILL 12 1/4 SURFACE HOLE 104-409' MAKING DC CONNECTIONS. DRILLED FIRST 10' W/450 GPM, THEN INCREASED PUMP TO 900 GPM. DRILLED W/8K WOB UNTIL ROLLER REAMERS WERE BURIED, THEN INCREASE WOB TO 20-25K. - 4.75, SLIDE DRILL 12 1/4 HOLE 409-420'. - 0.25, ROTATE DRILL 12 1/4 HOLE 420-499'. - 0.75, SLIDE DRILL 12 1/4 HOLE 499-514'. - 0.25, ROTATE DRILL 12 1/4 HOLE 514-592'. - 0.75, SLIDE DRILL 12 1/4 HOLE 592-602'. - 0.25, ROTATE DRILL 12 1/4 HOLE 602-777'. - 1.75, SLIDE DRILL 12 1/4 HOLE 777-787'. - 0.25, ROTATE DRILL 12 1/4 HOLE 787-870'. - 0.5, SLIDE DRILL 12 1/4 HOLE 870-885'. - 0.25, ROTATE DRILL 12 1/4 HOLE 885-965'. - 1, SLIDE DRILL 12 1/4 HOLE 965-977'. - 0.25

#16-12D-46 BTR 6/11/2011 06:00 - 6/12/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50467	Utah	DUCHESNE	Black Tail Ridge		7,988.0	Drilling & Completion

Time Log Summary

ROTATE DRILL 12 1/4 HOLE 977-1060'. - 0.75, SLIDE DRILL 12 1/4 HOLE 1060-1068'. - 0.25, ROTATE DRILL 12 1/4 HOLE 1068-1154'. - 1, SLIDE DRILL 12 1/4 HOLE 1154-1164'. - 0.25, ROTATE DRILL 12 1/4 HOLE 1164-1248'. - 1, SLIDE DRILL 12 1/4 HOLE 1248-1259'. - 0.25, ROTATE DRILL 12 1/4 HOLE 1259-1342'. - 1, SLIDE DRILL 12 1/4 HOLE 1342-1357'. - 0.5, ROTATE DRILL 12 1/4 HOLE 1357-1436'. - 1.5, SLIDE DRILL 12 1/4 HOLE 1436-1455'. - 0.5, ROTATE DRILL 12 1/4 HOLE 1455-1530'. - 1.5, ROUTINE RIG SERVICE. - 0.5, SLIDE DRILL 12 1/4 HOLE 1530-1552'. - 0.75, ROTATE DRILL 12 1/4 HOLE 1552-1625'. - 1.25, SLIDE DRILL 12 1/4 HOLE 1625-1647'. - 0.5, ROTATE DRILL 12 1/4 HOLE 1647-1718'. - 1.25, SLIDE DRILL 12 1/4 HOLE 1718-1743'. - 0.5, ROTATE DRILL 12 1/4 HOLE 1743-1812'. - 1, SLIDE DRILL 12 1/4 HOLE 1812-1840'. - 0.5, ROTATE DRILL 12 1/4 HOLE 1840-1907'. - 1, SLIDE DRILL 12 1/4 HOLE 1907-1939'. - 1, ROTATE DRILL 12 1/4 HOLE 1939-1954'. - 0.25, SLIDE DRILL 12 1/4 HOLE 1954-1964'. - 0.25, ROTATE DRILL 12 1/4 HOLE 1964-2001'. - 0.25, SLIDE DRILL 12 1/4 HOLE 2001-2024'. - 0.75, ROTATE DRILL 12 1/4 HOLE 2024-2047'. - 0.5, SLIDE DRILL 12 1/4 HOLE 2047-2082'. - 0.75, ROTATE DRILL 12 1/4 HOLE 2082-2094'. - 0.25, SLIDE DRILL 12 1/4 HOLE 2094-2162'. ROP DOWN FROM ~50 FPH TO 16 FPH. - 2.75, MIX/PUMP SLUG & POH TO CHANGE BITS. - 1.5

Bill Barrett Corporation

#16-12D-46 BTR 6/12/2011 06:00 - 6/13/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50467	Utah	DUCHESNE	Black Tail Ridge		7,988.0	Drilling & Completion

Time Log Summary

FINISH POH. LAY DOWN TOP REAMER. CHANGE BITS (REQD 39 MIN TO BREAK OFF BIT #1 & MAKE UP BIT #2). - 1.5, RIH W/BIT #2 TO 2102'. MAKE UP TOP DRIVE & PRECAUTIONARY WASH/REAM 60' TO BOTTOM. NO TIGHT HOLE, NO FILL. - 1.75, SLIDE DRILL 12 1/4 HOLE 2162-2210'.. - 1, ROTATE DRILL 12 1/4 HOLE 2210-2220' (TD). - 0.25, PUMP 30 BBL SUPER SWEEP PILL & CIRCULATE 1.5 BOTTOMS UP, PUMP HV PILL, CIRC BOTTOMS UP. - 1, SURVEY, PUMP SLUG & POH TO RUN CASING. NO HOLE TROUBLE. - 1.5, HELD PJSM W/KIMZEY LAY DOWN CREW & RIG UP LAY DOWN TRUCK. LAY DOWN 8" TOOLS. - 2.5, RIG UP CRT & KIMZEY FLAGPOLE. - 1.5, MAKE UP & THREADLOCK 1 JT SHOE TRACK & PUMP THRU. RUN TOTAL OF 53 JTS 9 5/8, 36 PPF, J55, STC, R3 CASING. WASH DOWN LAST JT & LAND CASING W/SHOE @ 2220'. FLOAT COLLAR @ 2172'. - 3.5, CIRCULATE/RECIPROCATE CASING W/675 GPM @ 270 PSI WHILE RIG UP HALLIBURTON. - 2.75, HELD PJSM W/HOWCO CREW. INSTALL CEMENT HEAD & TEST LINE TO 5000 PSI. - 0.5, HOWCO PUMPED 20 BBL WATER, 40 BBL SUPERFLUSH @ 10 PPG, 20 BBL WATER. MIXED/PUMPED 340 SX (191 BBL) HALLIBURTON LIGHT PREMIUM W/5 PPS SILICALITE, 0.125 PPS POLY-E-FLAKE, 0.25 PPS KWIK SEAL & 2% BWOC BENTONITE @ 11 PPG FOLLOWED BY 270 SX (65.5 BBL) PREMIUM PLUS + 2% BWOC CACL2 + 0.125 PPS POLY-E-FLAKE @ 14.8 PPG. DISPLACED W/168 BBL 8.7 PPG MUD. BUMPED PLUG W/1500 PSI OVER FDP, TOTAL PRESS 2000 PSI & HELD 10 MIN. BLED OFF 1.5 BBL, FLOATS HELD. CIP @ 01:18 HRS, 6/13/11.

OBSERVED ~88 BBL CEMENT RETURNS. - 1.75, RIG DOWN CEMENT HEAD & LINE. - 0.5, SLACK OFF CASING WEIGHT ONTO BOTTOM & RIG DOWN CRT & HYDRAULIC SLIPS. - 0.5, DRAIN, CUT OFF & LIFT RISER. MAKE ROUGH CUT ON CASING & LAY DOWN CUT-OFF. LAY DOWN RISER. FINAL CUT CASING & WELD ON WELLHEAD. TEST WELLHEAD WELD TO 1000 PSI W/N2.. - 3.5

#16-12D-46 BTR 6/13/2011 06:00 - 6/14/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50467	Utah	DUCHESNE	Black Tail Ridge		7,988.0	Drilling & Completion

Time Log Summary

NIPPLE UP BOPE. CAMERON REPAIRED DAMAGED FEMALE THREAD IN 11' 5M DS SPACER. - 4, TEST BOPE. RAMS, VALVES, SAFETY VALVE, GRAY VALVE, KELLY VALVES, INCLUDING CHOKE & CHOKE MANIFOLD VALVES TO 250/5000 PSI 3 MIN EACH TEST. ANNULAR PREVENTER, MUD LINES BACK TO PUMPS TO 250/3500 PSI 3 MIN EACH TEST.

PERFORMED TOP CEMENT JOB ON 9 5/8 X 16" ANNULUS. RAN 40' OF 1" PIPE INTO ANNULUS & PUMPED 9 BBL CLASS G + 2% CACL2 @ 15.8 PPG. CIRCULATED GOOD CEMENT TO SURFACE. - 6, PICK UP 8 3/4 BHA W/DIRECTIONAL TOOLS & RIH TO 2070'. INSTALL ROTATING RUBBER. FILLED STRING AT TOP OF HWDP. - 3.5, TEST CASING TO 1500 PSI FOR 10 MIN. DRILL OUT SHOE TRACK. - 0.75, DRILL 8 3/4 HOLE 2220-2230'. CIRCULATE 10 MIN. PERFORM FIT TO 10.5 PPG EMW W/240 PSI OVER 8.4 PPG MUD. - 0.25, ROTATE DRILL 8 3/4 HOLE 2230-2298'. - 1, SLIDE DRILL 8 3/4 HOLE 2298-2313'. - 0.25, ROTATE DRILL 8 3/4 HOLE 2313-2360'. - 0.25, SLIDE DRILL 8 3/4 HOLE 2360-2375'. - 0.25, ROTATE DRILL 8 3/4 HOLE 2375-2408'. - 0.25, SLIDE DRILL 8 3/4 HOLE 2408-2418'. - 0.25, ROTATE DRILL 8 3/4 HOLE 2418-2455'. - 0.25, SLIDE DRILL 8 3/4 HOLE 2455-2463'. - 0.25, ROTATE DRILL 8 3/4 HOLE 2463-2502'. - 0.25, SLIDE DRILL 8 3/4 HOLE 2502-2510'. - 0.25, ROTATE DRILL 8 3/4 HOLE 2510-2551'. - 0.25, SLIDE DRILL 8 3/4 HOLE 2551-2561'. - 0.25, ROTATE DRILL 8 3/4 HOLE 2561-2599'. - 0.25, SLIDE DRILL 8 3/4 HOLE 2599-2610'. - 0.25, ROTATE DRILL 8 3/4 HOLE 2610-2643'. - 0.25, SLIDE DRILL 8 3/4 HOLE 2643-2663'. - 0.25, ROTATE DRILL 8 3/4 HOLE 2663-2690'. - 0.25, SLIDE DRILL 8 3/4 HOLE 2690-2710'. - 0.25, ROTATE DRILL 8 3/4 HOLE 2710-2736'. - 0.25, SLIDE DRILL 8 3/4 HOLE 2736-2756'. - 0.5, ROTATE DRILL 8 3/4 HOLE 2756-2783'. - 0.25, SLIDE DRILL 8 3/4 HOLE 2783-2801'. - 0.5, ROTATE DRILL 8 3/4 HOLE 2801-2831'. - 0.25, SLIDE DRILL 8 3/4 HOLE 2831-2846'. - 0.5, ROTATE DRILL 8 3/4 HOLE 2846-2927'. - 0.5, SLIDE DRILL 8 3/4 HOLE 2927-2942'. - 0.25, ROTATE DRILL 8 3/4 HOLE 2942-2973'. - 0.25, SLIDE DRILL 8 3/4 HOLE 2973-2988'. - 0.25, ROTATE DRILL 8 3/4 HOLE 2988-3019'. - 0.25, SLIDE DRILL 8 3/4 HOLE 3019-3034'. - 0.5

#16-12D-46 BTR 6/14/2011 06:00 - 6/15/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50467	Utah	DUCHESNE	Black Tail Ridge		7,988.0	Drilling & Completion

Time Log Summary

ROTATE DRILL 8 3/4 HOLE 3034-3067'. - 0.25, SLIDE DRILL 8 3/4 HOLE 3067-3082'. - 0.5, ROTATE DRILL 8 3/4 HOLE 3082-3114'. - 0.25, SLIDE DRILL 8 3/4 HOLE 3114-3129'. - 0.5, ROTATE DRILL 8 3/4 HOLE 3129-3161'. - 0.25, SLIDE DRILL 8 3/4 HOLE 3161-3171'. - 0.25, ROTATE DRILL 8 3/4 HOLE 3171-3209'. - 0.5, SLIDE DRILL 8 3/4 HOLE 3209-3222'. - 0.25, ROTATE DRILL 8 3/4 HOLE 3222-3256'. - 0.5, SLIDE DRILL 8 3/4 HOLE 3256-3271'. - 0.25, ROTATE DRILL 8 3/4 HOLE 3271-3303'. - 0.25, LOST RETURNS AFTER MAKING A CONNECTION. REMOVE ROTATING RUBBER, STAND BACK STAND & INSTALL TRIP NIPPLE. SLOW PUMP TO HALF SPEED, MIX/PUMP LCM. CIRCULATE DOWN LCM & GOT RETURNS BACK. SLOWLY INCREASE PUMP SPEED BACK TO DRILLING RATE W/FULL RETURNS. REMOVE TRIP NIPPLE & RE-MAKE CONNECTION, RE-INSTALL ROTATING RUBBER. - 1.75, SLIDE DRILL 8 3/4 HOLE 3303-3313'. - 0.25, ROTATE DRILL 8 3/4 HOLE 3313-3444'. OBSERVING SEEPAGE LOSSES. REDUCE PUMP RATE TO 540 GPM. OBSERVED PUMP PRESSURE INCREASE. - 1.75, SLIDE DRILL 8 3/4 HOLE 3444-3459'. - 0.25, ROTATE DRILL 8 3/4 HOLE 3459-3491'. - 0.5, SLIDE DRILL 8 3/4 HOLE 3491-3502'. - 0.25, ROTATE DRILL 8 3/4 HOLE 3502-3585'. - 1, ROUTINE RIG SERVICE. - 0.5, ROTATE DRILL 8 3/4 HOLE 3585-3632'. - 0.25, SLIDE DRILL 8 3/4 HOLE 3632-3642'. - 0.25, ROTATE DRILL 8 3/4 HOLE 3642-3679'. - 0.5, SLIDE DRILL 8 3/4 HOLE 3679-3690'. - 0.25, ROTATE DRILL 8 3/4 HOLE 3690-3726'. - 0.5, SLIDE DRILL 8 3/4 HOLE 3726-3739'. - 0.25, ROTATE DRILL 8 3/4 HOLE 3739-3775'. - 0.5, SLIDE DRILL 8 3/4 HOLE 3774-3784'. - 0.5, ROTATE DRILL 8 3/4 HOLE 3784-3821'. - 0.5, SLIDE DRILL 8 3/4 HOLE 3821-3831'. - 0.25, ROTATE DRILL 8 3/4 HOLE 3831-3868'. - 0.25, SLIDE DRILL 8 3/4 HOLE 3868-3878'. - 0.5, ROTATE DRILL 8 3/4 HOLE 3878-3915'. - 0.5, SLIDE DRILL 8 3/4 HOLE 3915-3928'. - 0.25, ROTATE DRILL 8 3/4 HOLE 3928-3962'. - 0.25, SLIDE DRILL 8 3/4 HOLE 3962-3972'. - 0.25, ROTATE DRILL 8 3/4 HOLE 3972-4009'. - 0.5, SLIDE DRILL 8 3/4 HOLE 4009-4021'. - 0.25, ROTATE DRILL 8 3/4 HOLE 4021-4055'. - 0.5, SLIDE DRILL 8 3/4 HOLE 4055-4067'. - 0.5, ROTATE DRILL 8 3/4 HOLE 4067-4103'. - 0.25, SLIDE DRILL 8 3/4 HOLE 4103-4115'. - 0.25, ROTATE DRILL 8 3/4 HOLE 4115-4151'. - 0.75, SLIDE DRILL 8 3/4 HOLE 4151-4163'. - 0.25, ROTATE DRILL 8 3/4 HOLE 4163-4198'. - 0.5, SLIDE DRILL 8 3/4 HOLE 4198-4212'. - 0.75, ROTATE DRILL 8 3/4 HOLE 4212-4246'. - 0.5, SLIDE DRILL 8 3/4 HOLE 4246-4258'. - 0.25, ROTATE DRILL 8 3/4 HOLE 4258-4292'. - 0.5, SLIDE DRILL 8 3/4 HOLE 4292-4302'. - 0.5, ROTATE DRILL 8 3/4 HOLE 4302-4338'. - 0.5, SLIDE DRILL 8 3/4 HOLE 4338-4346'. - 0.25, ROTATE DRILL 8 3/4 HOLE 4346-4387'. - 0.5, SLIDE DRILL 8 3/4 HOLE 4387-4397'. - 0.5, ROTATE DRILL 8 3/4 HOLE 4397-4417'. - 0.25

Bill Barrett Corporation

#16-12D-46 BTR 6/15/2011 06:00 - 6/16/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50467	Utah	DUCHESNE	Black Tail Ridge		7,988.0	Drilling & Completion

Time Log Summary

DRLG F/ 4417 TO 4905'. (488' IN 10 HR = 48.8 FPH) SLIDE: 114' IN 4.5 HR = 25.3 FPH, ROTATE: 374' IN 5.5 HR = 68 FPH. - 10, RIG SERVICE - 0.5, DRLG F/ 4905' TO 5536' (631' IN 13.5 HR = 44.7 FPH) SLIDE:154' IN 5.75 HR = 26.8 FPH, ROTATE: 477' IN 7.75 = 6154 FPH. - 13.5

#16-12D-46 BTR 6/16/2011 06:00 - 6/17/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50467	Utah	DUCHESNE	Black Tail Ridge		7,988.0	Drilling & Completion

Time Log Summary

DRLG F/ 5536' TO 5660' (124' IN 2.5 HR = 49.6 FPH) SLIDE: 37' IN 1.25 HR = 29.6 FPH, ROTATE: 87' IN 1.25 HR = 69.6 FPH. NOT MUCH REACTION OUT OF SLIDES. LOSING 17 BLS OF MUD PER HOUR. - 2.5, CIRC. PUMP DRY SLUG - 0.25, TOOH, X/O MM AND BIT, TIH. 3 JETS PLUGED IN BIT - 6.25, WASH AND REAM F/ 5545' TO 5660' - 0.5, DRLG F/ 5560' TO 6352' (792' IN 14.5 HR = 54.6 FPH) SLIDE: 159' IN 7 HR = 22.7 FPH, ROTATE: 633' IN 7.5 HR = 84.4 FPH. MM 6 3/4" SPERRY DRILL 7/8 LOBE 3.3 STAGE .17 GPR 1.54 DEG BEND 4.85 BTB. BY PASSED SHAKERS 12% LCM IN SYSTEM. STOP LOSSES. - 14.5

#16-12D-46 BTR 6/17/2011 06:00 - 6/18/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50467	Utah	DUCHESNE	Black Tail Ridge		7,988.0	Drilling & Completion

Time Log Summary

DRLG F/ 6352' TO 6824' (472' IN 12 HR = 39.3 FPH) SLIDE: 177' IN 7.75 HR = 22.8 FPH, ROTATE: 295' IN 4.25 HR = 69.4 FPH. MM 6 3/4" SPERRY DRILL 7/8 LOBE 3.3 STAGE .17 GPR 1.54 DEG BEND 4.85 BTB. BY PASSED SHAKERS 12% LCM IN SYSTEM. STOP LOSSES. - 12, DRLG 6824' TO 6894' (70' IN 1.25= 56 FPH) SLIDE:10' IN .5 HR = 20 FPH, ROTATE: 60' IN .5 HR = 120 FPH. HIT GAS @ 6656'. 25' FLARE. RAISE WT. F/ 9.1 TO 9.7. LOST RETURNS. - 1.25, BUILD VOLUME MIX LCM. - 1.25, DRLG F/ 6934' TO 6937' SLIDING. LOST TOOL FACES - 1.25, TROUBLE SHOOT MWD - 0.5, DRLG F/ 6937'TO 7170' (233' IN 7.75 HR = 30.1 FPH) SLIDE:98' IN 5.75 HR = 17 FPH, ROTATE: 135' IN 2 HR = 67.5 FPH. MUD CHECK 9.4 WT 34 VIS 22% LCM. 2' LAZY FLARE WHILE DRILLING. 15' CONNECTION GAS. - 7.75

#16-12D-46 BTR 6/18/2011 06:00 - 6/19/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50467	Utah	DUCHESNE	Black Tail Ridge		7,988.0	Drilling & Completion

Time Log Summary

DRLG F/ 7170' TO 7305' (136' IN 2.5 HR = 54 FPH) SLIDE: 36' IN 1 HR = 36 FPH, ROTATE: 100' IN 1.5 HR = 66.7 FPH. MM 6 3/4" SPERRY DRILL 7/8 LOBE 3.3 STAGE .17 GPR 1.54 DEG BEND 4.85 BTB. LSOT 300 BLS SLOWLY @ 9.4 WT. - 2.5, RIG SERVICE, WO TOP DRIVE - 0.5, DRLG F/ 7305' TO 7661' (356' IN 9 HR = 39.6 FPH) SLIDE: 150' IN 4.75 HR = 31.6 FPH, ROTATE: 206' IN 4.25 HR = 48.5 FPH. - 9, DRLFG F/ 7661' TO 7988' (327' IN 6.5 HR = 50.3 FPH) SLIDE: 37' IN 2 HR = 18.5 FPH, ROTATE: 29+0' IN 4.5 HR = 64.4 FPH. STARED LOISING MUD 60 BLS AN HR. - 6.5, CIRC F/ LOGS, SLOW PUMP TO 400 GPM. TO STOP LOSSES, GAS STARTED COMING IN THEN. RAISE WT. TO 9.6. PUMP 65 BL 12# PILL AND SPOT F/ 4300' TO 5500'. CHECK F/ FLOW. PUMP 20 BL DRY SLUG. - 3.25, TOOH. - 2.25

#16-12D-46 BTR 6/19/2011 06:00 - 6/20/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50467	Utah	DUCHESNE	Black Tail Ridge		7,988.0	Drilling & Completion

Time Log Summary

TOOH, L/D REAMER AND DIRCTIONAL TOOLS - 2.5, HSM, RIG HES AND LOG. LOGS HIT BRIDGE @ 3307' LOG TO SURFACE CASING. QUAD COMBO - 5.5, TIH, REAM OUT BRIDGES STARTIN @ 3307'. BREAK CIRC. @ 500', 3000', 5500'. - 7, CIRC. COND MUD F/ CASING. PMP 65BL 12# PILL AND PLCE @ 4300' TO 5500'. CHECK F/ FLOW, PUMP DRY SLUG. - 2.5, LDDP - 6.5

#16-12D-46 BTR 6/20/2011 06:00 - 6/21/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50467	Utah	DUCHESNE	Black Tail Ridge		7,988.0	Drilling & Completion

Time Log Summary

HSM, RIG UP WEATHERFORD AND RUN CASING. FS (1.00), SHOE JT (44.25'), FC (1.00'), 185 JTS 5.1/2" 17# P110 LT&C CASING (7939.30'). LANDED @ 7982'. MADE UP W/ BESTOLIFE DOPE TO 4600 FT/LB. - 7, RIG SERVICE WORK ON PUMP. - 0.5, CIRC. COND. F/ CASING - 2, HSM, SWAP HES AND CEMENT. 10BLS H20, 40 BLS SUPER FLUSH, 10 BLS H2O, 715 SK TUNED LIGHT11# 2.31 YEILD W/ .125 LB POLY-E-FLAKE, 1 LB GRANULITE.TAILED W/ 800 SKS ECONOCHEM 50/50 POZ 13.5 1.43 YEILD W/ .125 LB POLY-E-FLAKE, 1 LB GRANULITE. DISPLACE W/ 184 BLS OF CLAY FIX WATER. RETURN SLOWED W/ 110 BLS TAIL PUMPED. STARTED GETTING RETURNS W/ 19 BLS OF DIPLACEMENT PUMPED. LOST RETURN W/ 140 BLS OF DISPACEMENT PUMPED. BUMP PLUG, FLOATS HELD. - 2.5, NIPPLE DN, SET SLIPS @ 190K. CLEAN MUD TANKS RIG RELEASED 24:00 HR 6/20/2011. - 6

#16-12D-46 BTR 6/25/2011 06:00 - 6/26/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50467	Utah	DUCHESNE	Black Tail Ridge		7,988.0	Drilling & Completion

Time Log Summary

Well Lock and Secured. - 2, Safety Meeting W/ well head tech, Checked Pressure on 5.5" & 8 5/8" surface csg, 0 psi and 25 psi on the surface. N/D Night Cap, dress 5.5" csg top, Set 11" x 5k to 7 1/16" x 5k B-section, N/U B-section, Pressure tested 5.5' hanger section to 5000#. held test for 5 minutes. good test, Installed night cap secured well head. - 3, Construction crews continued with building production facilities. - 6, Well head secured. - 13

Bill Barrett Corporation

#16-12D-46 BTR 6/26/2011 06:00 - 6/27/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50467	Utah	DUCHESNE	Black Tail Ridge		7,988.0	Drilling & Completion

Time Log Summary

No Activity - 24

#16-12D-46 BTR 6/27/2011 06:00 - 6/28/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50467	Utah	DUCHESNE	Black Tail Ridge		7,988.0	Drilling & Completion

Time Log Summary

Roustabouts are building location production facilities, and insulating. - 24

#16-12D-46 BTR 6/28/2011 06:00 - 6/29/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50467	Utah	DUCHESNE	Black Tail Ridge		7,988.0	Drilling & Completion

Time Log Summary

WSI. Crew travel to location. - 1, Roustabouts are building location production facilities, and insulating. MIRU HLS. RIH with 4.720" GR/JB, and tag PBTD @ 7854' (Float collar @ 7936'). POOH. RIH with RCBL/RMTE tool string. Pulled 250' repeat w/ no psi. Psi up with IPS, and log was run under 1000#. Ran RCBL/GR/VDL/CCL from 7847' - 200'. RMTE was run from 7834' - 3000', and correlated to HLS SD/DSN (Dated 6-19-2011). BHT @ 202*. Very good - Good bond indicated from 7847' - 3500'. Good to Fair bond indicated from 3500' to 2480'. Top of cement @ 2480'. RD W/L. SDFN. - 13, WSI. Crew travel to Grand Junction, Colorado. - 10

Print Form

BLM - Vernal Field Office - Notification Form

Operator Bill Barrett Corporation Rig Name/# H &P 319
Submitted By JET LORENZEN Phone Number 970-623-7078
Well Name/Number #16-12D-46 BTR
Qtr/Qtr SE/SE Section 12 Township 4S Range 6W
Lease Serial Number
API Number 43-013-50467

Spud Notice – Spud is the initial spudding of the well, not drilling out below a casing string.

Date/Time 06/19/2011 04:00 AM ☑ PM ☐

Casing – Please report time casing run starts, not cementing times.

RECEIVED
JUN 28 2011
DIV. OIL, GAS & MINING

- ☐ Surface Casing
- ☐ Intermediate Casing
- ☑ Production Casing
- ☐ Liner
- ☐ Other

Date/Time _____ _____ AM ☐ PM ☐

BOPE

- ☐ Initial BOPE test at surface casing point
- ☐ BOPE test at intermediate casing point
- ☐ 30 day BOPE test
- ☐ Other

Date/Time _____ _____ AM ☐ PM ☐

Remarks _____

Form 3160-5
(August 2007)

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

RECEIVED
MAY 04 2011
BLM

FORM APPROVED
OMB NO. 1004-0135
Expires: July 31, 2010

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill or to re-enter an abandoned well. Use form 3160-3 (APD) for such proposals.

SUBMIT IN TRIPLICATE - Other instructions on reverse side.

5. Lease Serial No.
2OG0005608

6. If Indian, Allottee or Tribe Name

7. If Unit or CA/Agreement, Name and/or No.

1. Type of Well
☒ Oil Well ☐ Gas Well ☐ Other

8. Well Name and No.
16-12-46 BTR

2. Name of Operator
BILL BARRETT CORPORATION
Contact: TRACEY FALLANG
E-Mail: tfallang@billbarrettcorp.com

9. API Well No.
43-013-50467

3a. Address
1099 18TH STREET, SUITE 2300
DENVER, CO 80202

3b. Phone No. (include area code)
Ph: 303-312-8134

10. Field and Pool, or Exploratory
ALTAMONT

4. Location of Well *(Footage, Sec., T., R., M., or Survey Description)*
Sec 12 T4S R6W Mer UBM SESE 655FSL 750FEL

11. County or Parish, and State
DUCHESNE COUNTY, UT

12. CHECK APPROPRIATE BOX(ES) TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION			
☒ Notice of Intent	☐ Acidize	☐ Deepen	☐ Production (Start/Resume)	☐ Water Shut-Off
☐ Subsequent Report	☐ Alter Casing	☐ Fracture Treat	☐ Reclamation	☐ Well Integrity
☐ Final Abandonment Notice	☐ Casing Repair	☐ New Construction	☐ Recomplete	☒ Other Change to Original PD
	☐ Change Plans	☐ Plug and Abandon	☐ Temporarily Abandon	
	☐ Convert to Injection	☐ Plug Back	☐ Water Disposal	

13. Describe Proposed or Completed Operation (clearly state all pertinent details, including estimated starting date of any proposed work and approximate duration thereof. If the proposal is to deepen directionally or recomplete horizontally, give subsurface locations and measured and true vertical depths of all pertinent markers and zones. Attach the Bond under which the work will be performed or provide the Bond No. on file with BLM/BIA. Required subsequent reports shall be filed within 30 days following completion of the involved operations. If the operation results in a multiple completion or recompletion in a new interval, a Form 3160-4 shall be filed once testing has been completed. Final Abandonment Notices shall be filed only after all requirements, including reclamation, have been completed, and the operator has determined that the site is ready for final inspection.)

RECEIVED
JUN 15 2011
DIV. OF OIL, GAS & MINING

This sundry is being submitted to request changes in the proposed bottom hole location and to change the name of the proposed well.

New Well Name: 16-12D-46 BTR
New Proposed Bottom Hole: 810' FSL, 810' FEL,

A revised legal plat, drilling plan and directional plan is attached. In addition, BBC had submitted a sundry on 4/12/11 to utilize swell packers in this well. That sundry has not yet been approved and the details of that proposal are in this drilling plan as well.

BBC will begin drilling this well on May 16, 2011.

VERNAL FIELD OFFICE
ENG. GD 5/24
GEOL.
E.S.
PET.
RECL.

14. I hereby certify that the foregoing is true and correct.
Electronic Submission #107582 verified by the BLM Well Information System
For BILL BARRETT CORPORATION, sent to the Vernal
Committed to AFMSS for processing by ROBIN R. HANSEN on 05/06/2011 ()

Name *(Printed/Typed)* TRACEY FALLANG — Title REGULATORY MANAGER

Signature (Electronic Submission) — Date 05/04/2011

THIS SPACE FOR FEDERAL OR STATE OFFICE USE

Approved By — Title — Date MAY 27 2011

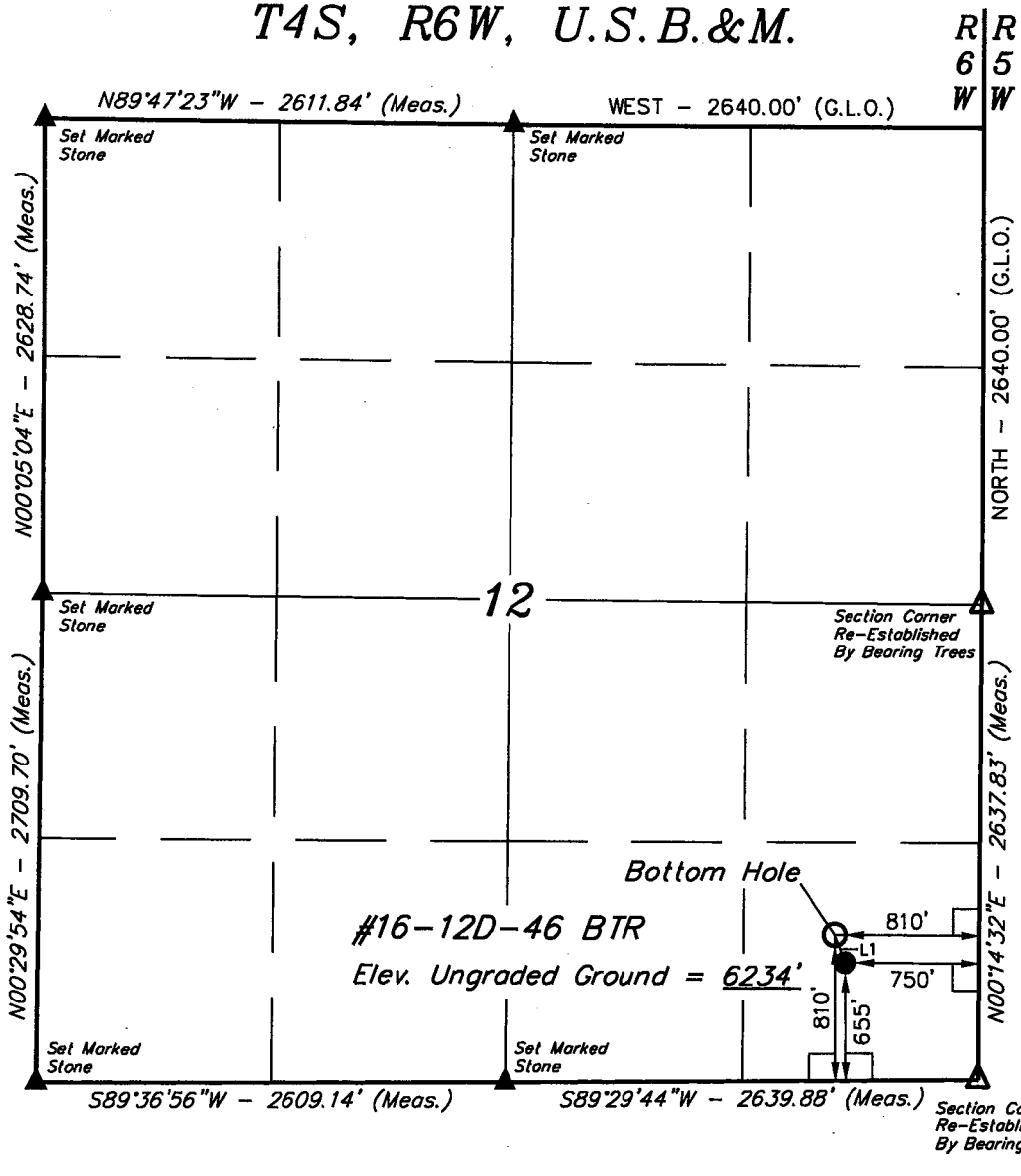
Conditions of approval, if any, are attached. Approval of this notice does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon. — Office

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

UDOGM

** OPERATOR-SUBMITTED ** OPERATOR-SUBMITTED ** OPERATOR-SUBMITTED **

T4S, R6W, U.S.B.&M.



BILL BARRETT CORPORATION

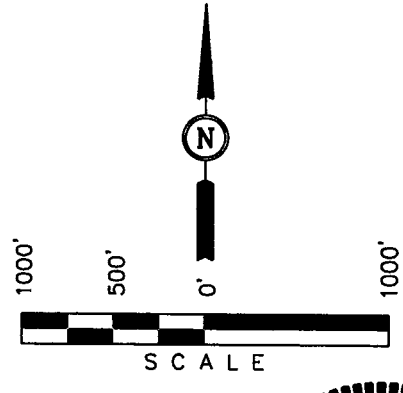
Well location, #16-12D-46 BTR, located as shown in the SE 1/4 SE 1/4 of Section 12, T4S, R6W, U.S.B.&M., Duchesne County, Utah.

BASIS OF ELEVATION

BENCH MARK (M67) LOCATED IN THE SW 1/4 OF SECTION 9, T5S, R4W, U.S.B.&M., TAKEN FROM THE DUCHESNE SE, QUADRANGLE, UTAH, DUCHESNE COUNTY, 7.5 MINUTE QUAD. (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 6097 FEET.

BASIS OF BEARINGS

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.



CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH

REVISED: 04-27-11

LEGEND:

- └ = 90° SYMBOL
- ● = PROPOSED WELL HEAD.
- ▲ = SECTION CORNERS LOCATED.
- △ = SECTION CORNERS RE-ESTABLISHED. (Not Set on Ground.)

LINE TABLE		
LINE	BEARING	LENGTH
L1	N21°00'38"W	165.41'

NAD 83 (TARGET BOTTOM HOLE)	NAD 83 (SURFACE LOCATION)
LATITUDE = 40°08'32.56" (40.142378)	LATITUDE = 40°08'31.04" (40.141956)
LONGITUDE = 110°30'18.25" (110.505069)	LONGITUDE = 110°30'17.48" (110.504856)
NAD 27 (TARGET BOTTOM HOLE)	NAD 27 (SURFACE LOCATION)
LATITUDE = 40°08'32.71" (40.142419)	LATITUDE = 40°08'31.19" (40.141997)
LONGITUDE = 110°30'15.69" (110.504358)	LONGITUDE = 110°30'14.92" (110.504144)

UINTAH ENGINEERING & LAND SURVEYING
85 SOUTH 200 EAST - VERNAL, UTAH 84078
(435) 789-1017

SCALE: 1" = 1000'	DATE SURVEYED: 7-15-10	DATE DRAWN: 08-13-10
PARTY: C.R. B.H. C.C.	REFERENCES: G.L.O. PLAT	
WEATHER: HOT	FILE: BILL BARRETT CORPORATION	

DRILLING PLAN

BILL BARRETT CORPORATION
16-12D-46 BTR
SESE, 655' FSL, 750' FEL, Section 12-T4S-R6W (surface)
SESE, 810' FSL, 810' FEL, Sec. 12, T4S-R6W (bottom)
Duchesne County, Utah

1 - 2. Estimated Tops of Geological Markers and Formations Expected to Contain Water, Oil and Gas and Other Minerals

Formation	Depth – MD
Lower Green River*	4145'
Douglas Creek	4990'
Black Shale	5830'
Castle Peak	6050'
Wasatch*	6585'
TD	8472'

*PROSPECTIVE PAY
Members of the Wasatch and the Lower Green River are primary objectives for oil/gas.

3. BOP and Pressure Containment Data

Depth Intervals	BOP Equipment
0 – 2200'	No pressure control required
2200' – TD	11" 5000# Ram Type BOP 11" 5000# Annular BOP
- Drilling spool to accommodate choke and kill lines;	
- Ancillary equipment and choke manifold rated at 5,000 psi. All BOP and BOPE tests will be in accordance with the requirements of onshore Order No. 2;	
- The BLM and the State of Utah Division of Oil, Gas and Mining will be notified 24 hours in advance of all BOP pressure tests.	
- BOP hand wheels may be underneath the sub-structure of the rig if the drilling rig used is set up To operate most efficiently in this manner.	

4. Casing Program

Hole Size	SETTING DEPTH (FROM)	(TO)	Casing Size	Casing Weight	Casing Grade	Thread	Condition
26"	Surface	80'	16"	65#			
12-1/4"	surface	2200'	9-5/8"	36#	J or K 55	LT&C	New
8-3/4"	surface	TD	5 ½"	17#	P-110	LT&C	New

Bill Barrett Corporation
Drilling Program
16-12D-46 BTR
Duchesne County, Utah

5. Cementing Program

16" Conductor Casing	Grout
12-1/4" hole for 9-5/8" Surface Casing	Lead with approximately 310 sx Halliburton Light Premium with additives mixed at 11.0 ppg (yield = 3.16 ft^3/sx) circulated to surface with 75% excess. Tail with approximately 210 sx Halliburton Premium cement with additives mixed at 14.8 ppg (yield = 1.36 ft^3/sx). Calculated hole volume with 75% excess.
8-3/4 hole for 5 ½" Production Casing	**Plan to run 10-12 swell packers from TD to 5800' (no cement)** **DV tool/ECP at 5800'. Cement 5800' to 1700'.** Lead with approximately 510 sx Tuned Light cement with additives mixed at 11.0 ppg (yield = 2.31 ft^3/sx). Tail with approximately 280 sx Halliburton Econocem cement with additives mixed at 13.5 ppg (yield = 1.42 ft^3/sx). Planned TOC 1700'.

6. Mud Program

Interval	Weight	Viscosity	Fluid Loss (API filtrate)	Remarks
0' – 80'	8.3 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
80' – 2200	8.3 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
2200' – TD	8.6 – 9.7	42-52	20 cc or less	DAP Polymer Fluid System
Note: Sufficient mud materials to maintain mud properties, control lost circulation and to contain "kicks" will be available at wellsite. BBC may require minor amounts of diesel to be added to its fluid system in order to reduce torque and drag.				

7. Testing, Logging and Core Programs

Cores	None anticipated
Testing	None anticipated; drill stem tests may be run on shows of interest;
Sampling	30' to 50' samples; surface casing to TD. Preserve samples all show intervals;
Surveys	MWD as needed to land wellbore;
Logging	DIL-GR-SP, FDC-CNL-GR-CALIPER-Pe-Microlog, Sonic-GR (all TD to surface). FMI & Sonic Scanner to be run at geologist's discretion.

Bill Barrett Corporation
Drilling Program
16-12D-46 BTR
Duchesne County, Utah

8. Anticipated Abnormal Pressures or Temperatures

No abnormal pressures or temperatures or other hazards are anticipated.

Maximum anticipated bottom hole pressure equals approximately 4268 psi* and maximum anticipated surface pressure equals approximately 2406 psi** (bottom hole pressure minus the pressure of a partially evacuated hole calculated at 0.22 psi/foot).

*Max Mud Wt x 0.052 x TD = A (bottom hole pressure)
**Maximum surface pressure = A – (0.22 x TD)

9. Auxiliary Equipment

a) Upper kelly cock; lower Kelly cock will be installed while drilling
b) Inside BOP or stab-in valve (available on rig floor)
c) Safety valve(s) and subs to fit all string connections in use
d) Mud monitoring will be visually observed

10. Location and Type of Water Supply

Water for the drilling and completion will be trucked from the Duchesne City Culinary Water Dock located in Sec. 1, T4S, R5W.

11. Drilling Schedule

Location Construction:	Complete
Spud:	Approximately May 18, 2011
Duration:	15 days drilling time
	45 days completion time

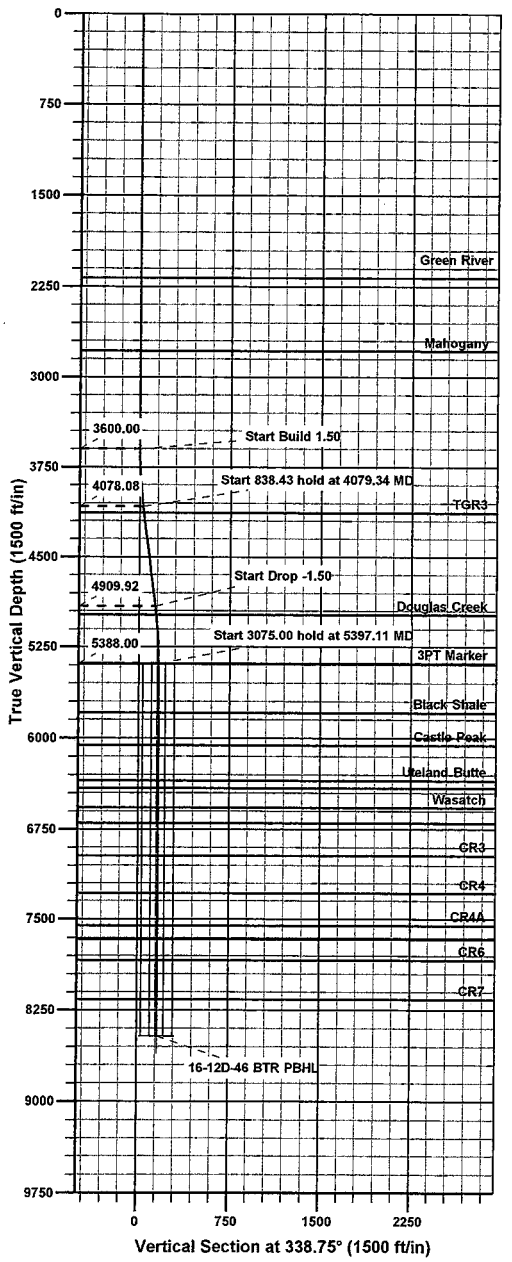
Bill Barrett Corporation

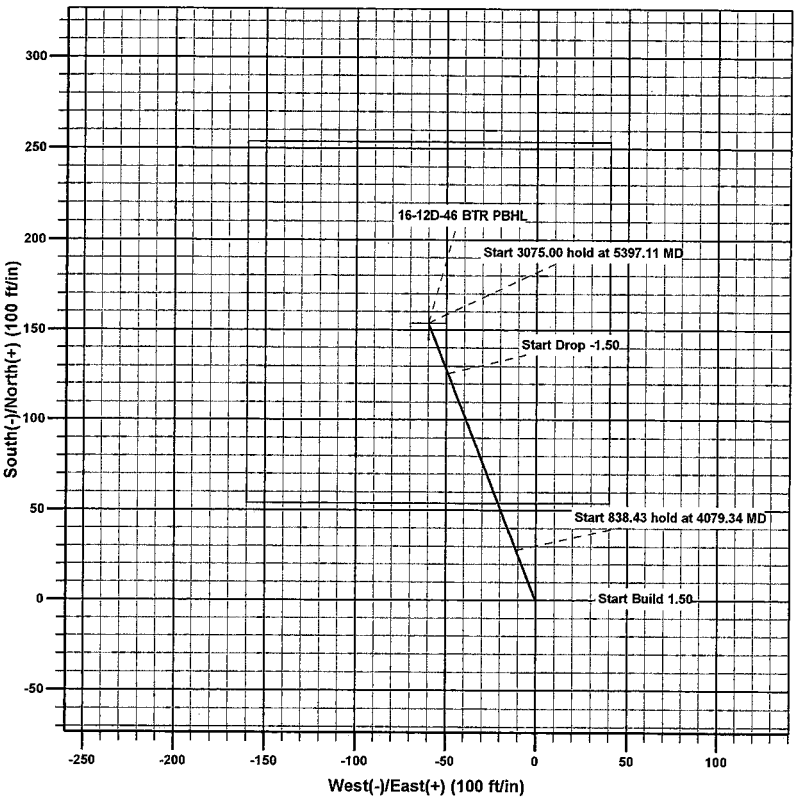
WELL DETAILS: 16-12D-46 BTR

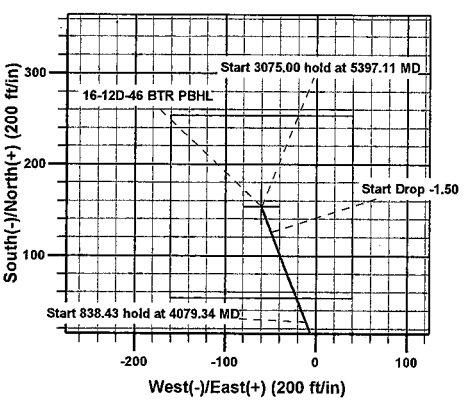
US State Plane 1927 (Exact solution) , Utah Central 4302 , NAD 1927 (NADCON CONUS)

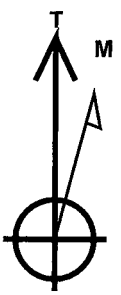
+N/-S	+E/-W	Northing	Easting	Latittude	Longitude
0.00	0.00	660317.67	2278400.52	40° 8' 31.19 N	110° 30' 14.92 W

Ground Level: 6230.00 Well #1 - 16' KB









Azimuths to True North
Magnetic North: 11.52°

Magnetic Field
Strength: 52265.8snT
Dip Angle: 65.79°
Date: 5/3/2011
Model: IGRF2010

SECTION DETAILS

MD	Inc	Azi	TVD	+N/-S	+E/-W	Dleg	TFace	VSect	Target
0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
3600.00	0.00	0.00	3600.00	0.00	0.00	0.00	0.00	0.00	
4079.34	7.19	338.75	4078.08	28.00	-10.88	1.50	338.75	30.04	
4917.77	7.19	338.75	4909.92	125.80	-48.91	0.00	0.00	134.98	
5397.11	0.00	0.00	5388.00	153.80	-59.80	1.50	180.00	165.01	
8472.11	0.00	0.00	8463.00	153.80	-59.80	0.00	0.00	165.01	16-12D-46 BTR PBHL

Sharewell
Energy Services, LP

Database:	EDM 5000.1 Single User Db	**Local Co-ordinate Reference:**	Well Well #1 - 16' KB
Company:	Bill Barrett Corp.	**TVD Reference:**	KB @ 6246.00ft
Project:	Duchesne County, UT [NAD27]	**MD Reference:**	KB @ 6246.00ft
Site:	16-12D-46 BTR	**North Reference:**	True
Well:	Well #1 - 16' KB	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	Wellbore #1		
Design:	plan1 03may11 rbw		

Project	Duchesne County, UT [NAD27]		
Map System:	US State Plane 1927 (Exact solution)	**System Datum:**	Mean Sea Level
Geo Datum:	NAD 1927 (NADCON CONUS)		
Map Zone:	Utah Central 4302		

Site	16-12D-46 BTR				
Site Position:		**Northing:**	660,317.68 usft	**Latitude:**	40° 8' 31.19 N
From:	Lat/Long	**Easting:**	2,278,400.52 usft	**Longitude:**	110° 30' 14.92 W
Position Uncertainty:	0.00 ft	**Slot Radius:**	1.10 ft	**Grid Convergence:**	0.64 °

Well	Well #1 - 16' KB					
Well Position	**+N/-S**	0.00 ft	**Northing:**	660,317.68 usft	**Latitude:**	40° 8' 31.19 N
	+E/-W	0.00 ft	**Easting:**	2,278,400.52 usft	**Longitude:**	110° 30' 14.92 W
Position Uncertainty		0.00 ft	**Wellhead Elevation:**		**Ground Level:**	6,230.00 ft

Wellbore	Wellbore #1				
Magnetics	**Model Name**	**Sample Date**	**Declination (°)**	**Dip Angle (°)**	**Field Strength (nT)**
	IGRF2010	5/3/2011	11.52	65.79	52,266

Design	plan1 03may11 rbw				
Audit Notes:					
Version:		**Phase:**	PROTOTYPE	**Tie On Depth:**	0.00
Vertical Section:	**Depth From (TVD) (ft)**	**+N/-S (ft)**	**+E/-W (ft)**	**Direction (°)**	
	0.00	0.00	0.00	338.75	

Plan Sections

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)	TFO (°)	Target
0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
3,600.00	0.00	0.00	3,600.00	0.00	0.00	0.00	0.00	0.00	0.00	
4,079.34	7.19	338.75	4,078.08	28.00	-10.88	1.50	1.50	0.00	338.75	
4,917.77	7.19	338.75	4,909.92	125.80	-48.91	0.00	0.00	0.00	0.00	
5,397.11	0.00	0.00	5,388.00	153.80	-59.80	1.50	-1.50	0.00	180.00	
8,472.11	0.00	0.00	8,463.00	153.80	-59.80	0.00	0.00	0.00	0.00	16-12D-46 BTR PBHL

Database:	EDM 5000.1 Single User Db	**Local Co-ordinate Reference:**	Well Well #1 - 16' KB
Company:	Bill Barrett Corp.	**TVD Reference:**	KB @ 6246.00ft
Project:	Duchesne County, UT [NAD27]	**MD Reference:**	KB @ 6246.00ft
Site:	16-12D-46 BTR	**North Reference:**	True
Well:	Well #1 - 16' KB	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	Wellbore #1		
Design:	plan1 03may11 rbw		

Planned Survey

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)
3,600.00	0.00	0.00	3,600.00	0.00	0.00	0.00	0.00	0.00	0.00
Start Build 1.50									
3,700.00	1.50	338.75	3,699.99	1.22	-0.47	1.31	1.50	1.50	0.00
3,800.00	3.00	338.75	3,799.91	4.88	-1.90	5.23	1.50	1.50	0.00
3,900.00	4.50	338.75	3,899.69	10.97	-4.27	11.77	1.50	1.50	0.00
4,000.00	6.00	338.75	3,999.27	19.50	-7.58	20.92	1.50	1.50	0.00
4,079.34	7.19	338.75	4,078.08	28.00	-10.88	30.04	1.50	1.50	0.00
Start 838.43 hold at 4079.34 MD									
4,100.00	7.19	338.75	4,098.58	30.41	-11.82	32.62	0.00	0.00	0.00
4,134.69	7.19	338.75	4,133.00	34.45	-13.39	36.96	0.00	0.00	0.00
TGR3									
4,200.00	7.19	338.75	4,197.79	42.07	-16.36	45.14	0.00	0.00	0.00
4,300.00	7.19	338.75	4,297.01	53.74	-20.89	57.66	0.00	0.00	0.00
4,400.00	7.19	338.75	4,396.22	65.40	-25.43	70.17	0.00	0.00	0.00
4,500.00	7.19	338.75	4,495.44	77.07	-29.96	82.69	0.00	0.00	0.00
4,600.00	7.19	338.75	4,594.65	88.73	-34.50	95.20	0.00	0.00	0.00
4,700.00	7.19	338.75	4,693.86	100.40	-39.03	107.72	0.00	0.00	0.00
4,800.00	7.19	338.75	4,793.08	112.06	-43.57	120.24	0.00	0.00	0.00
4,900.00	7.19	338.75	4,892.29	123.73	-48.11	132.75	0.00	0.00	0.00
4,917.77	7.19	338.75	4,909.92	125.80	-48.91	134.98	0.00	0.00	0.00
Start Drop -1.50									
4,990.34	6.10	338.75	4,982.00	133.63	-51.95	143.37	1.50	-1.50	0.00
Douglas Creek									
5,000.00	5.96	338.75	4,991.61	134.58	-52.32	144.39	1.50	-1.50	0.00
5,100.00	4.46	338.75	5,091.19	143.03	-55.61	153.46	1.50	-1.50	0.00
5,200.00	2.96	338.75	5,190.98	149.06	-57.95	159.93	1.50	-1.50	0.00
5,300.00	1.46	338.75	5,290.90	152.65	-59.35	163.78	1.50	-1.50	0.00
5,397.11	0.00	0.00	5,388.00	153.80	-59.80	165.01	1.50	-1.50	0.00
Start 3075.00 hold at 5397.11 MD - 3PT Marker									
5,400.00	0.00	0.00	5,390.89	153.80	-59.80	165.01	0.00	0.00	0.00
5,500.00	0.00	0.00	5,490.89	153.80	-59.80	165.01	0.00	0.00	0.00
5,600.00	0.00	0.00	5,590.89	153.80	-59.80	165.01	0.00	0.00	0.00
5,700.00	0.00	0.00	5,690.89	153.80	-59.80	165.01	0.00	0.00	0.00
5,800.00	0.00	0.00	5,790.89	153.80	-59.80	165.01	0.00	0.00	0.00
5,803.11	0.00	0.00	5,794.00	153.80	-59.80	165.01	0.00	0.00	0.00
Black Shale									
5,900.00	0.00	0.00	5,890.89	153.80	-59.80	165.01	0.00	0.00	0.00
6,000.00	0.00	0.00	5,990.89	153.80	-59.80	165.01	0.00	0.00	0.00
6,070.11	0.00	0.00	6,061.00	153.80	-59.80	165.01	0.00	0.00	0.00
Castle Peak									
6,100.00	0.00	0.00	6,090.89	153.80	-59.80	165.01	0.00	0.00	0.00
6,200.00	0.00	0.00	6,190.89	153.80	-59.80	165.01	0.00	0.00	0.00
6,300.00	0.00	0.00	6,290.89	153.80	-59.80	165.01	0.00	0.00	0.00
6,359.11	0.00	0.00	6,350.00	153.80	-59.80	165.01	0.00	0.00	0.00
Uteland Butte									
6,400.00	0.00	0.00	6,390.89	153.80	-59.80	165.01	0.00	0.00	0.00
6,421.11	0.00	0.00	6,412.00	153.80	-59.80	165.01	0.00	0.00	0.00
CR1									
6,500.00	0.00	0.00	6,490.89	153.80	-59.80	165.01	0.00	0.00	0.00
6,583.11	0.00	0.00	6,574.00	153.80	-59.80	165.01	0.00	0.00	0.00
Wasatch									
6,600.00	0.00	0.00	6,590.89	153.80	-59.80	165.01	0.00	0.00	0.00
6,700.00	0.00	0.00	6,690.89	153.80	-59.80	165.01	0.00	0.00	0.00

Database:	EDM 5000.1 Single User Db	**Local Co-ordinate Reference:**	Well Well #1 - 16' KB
Company:	Bill Barrett Corp.	**TVD Reference:**	KB @ 6246.00ft
Project:	Duchesne County, UT [NAD27]	**MD Reference:**	KB @ 6246.00ft
Site:	16-12D-46 BTR	**North Reference:**	True
Well:	Well #1 - 16' KB	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	Wellbore #1		
Design:	plan1 03may11 rbw		

Planned Survey

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)
6,708.11	0.00	0.00	6,699.00	153.80	-59.80	165.01	0.00	0.00	0.00
CR2									
6,800.00	0.00	0.00	6,790.89	153.80	-59.80	165.01	0.00	0.00	0.00
6,900.00	0.00	0.00	6,890.89	153.80	-59.80	165.01	0.00	0.00	0.00
6,979.11	0.00	0.00	6,970.00	153.80	-59.80	165.01	0.00	0.00	0.00
CR3									
7,000.00	0.00	0.00	6,990.89	153.80	-59.80	165.01	0.00	0.00	0.00
7,100.00	0.00	0.00	7,090.89	153.80	-59.80	165.01	0.00	0.00	0.00
7,200.00	0.00	0.00	7,190.89	153.80	-59.80	165.01	0.00	0.00	0.00
7,296.11	0.00	0.00	7,287.00	153.80	-59.80	165.01	0.00	0.00	0.00
CR4									
7,300.00	0.00	0.00	7,290.89	153.80	-59.80	165.01	0.00	0.00	0.00
7,400.00	0.00	0.00	7,390.89	153.80	-59.80	165.01	0.00	0.00	0.00
7,500.00	0.00	0.00	7,490.89	153.80	-59.80	165.01	0.00	0.00	0.00
7,561.11	0.00	0.00	7,552.00	153.80	-59.80	165.01	0.00	0.00	0.00
CR4A									
7,600.00	0.00	0.00	7,590.89	153.80	-59.80	165.01	0.00	0.00	0.00
7,675.11	0.00	0.00	7,666.00	153.80	-59.80	165.01	0.00	0.00	0.00
CR5									
7,700.00	0.00	0.00	7,690.89	153.80	-59.80	165.01	0.00	0.00	0.00
7,800.00	0.00	0.00	7,790.89	153.80	-59.80	165.01	0.00	0.00	0.00
7,845.11	0.00	0.00	7,836.00	153.80	-59.80	165.01	0.00	0.00	0.00
CR6									
7,900.00	0.00	0.00	7,890.89	153.80	-59.80	165.01	0.00	0.00	0.00
8,000.00	0.00	0.00	7,990.89	153.80	-59.80	165.01	0.00	0.00	0.00
8,100.00	0.00	0.00	8,090.89	153.80	-59.80	165.01	0.00	0.00	0.00
8,172.11	0.00	0.00	8,163.00	153.80	-59.80	165.01	0.00	0.00	0.00
CR7									
8,200.00	0.00	0.00	8,190.89	153.80	-59.80	165.01	0.00	0.00	0.00
8,300.00	0.00	0.00	8,290.89	153.80	-59.80	165.01	0.00	0.00	0.00
8,400.00	0.00	0.00	8,390.89	153.80	-59.80	165.01	0.00	0.00	0.00
8,472.11	0.00	0.00	8,463.00	153.80	-59.80	165.01	0.00	0.00	0.00
TD at 8472.11 - 16-12D-46 BTR PBHL									

Design Targets

Target Name - hit/miss target - Shape	Dip Angle (°)	Dip Dir. (°)	TVD (ft)	+N/-S (ft)	+E/-W (ft)	Northing (usft)	Easting (usft)	Latitude	Longitude
16-12D-46 BTR PBHL - plan hits target center - Rectangle (sides W200.00 H200.00 D3,075.00)	0.00	0.00	8,463.00	153.80	-59.80	660,470.80	2,278,339.02	40° 8' 32.71 N	110° 30' 15.69 W

Database:	EDM 5000.1 Single User Db	**Local Co-ordinate Reference:**	Well Well #1 - 16' KB
Company:	Bill Barrett Corp.	**TVD Reference:**	KB @ 6246.00ft
Project:	Duchesne County, UT [NAD27]	**MD Reference:**	KB @ 6246.00ft
Site:	16-12D-46 BTR	**North Reference:**	True
Well:	Well #1 - 16' KB	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	Wellbore #1		
Design:	plan1 03may11 rbw		

Formations

Measured Depth (ft)	Vertical Depth (ft)	Name	Lithology	Dip (°)	Dip Direction (°)
2,177.00	2,177.00	Green River		0.00	
2,786.00	2,786.00	Mahogany		0.00	
4,134.69	4,133.00	TGR3		0.00	
4,990.34	4,982.00	Douglas Creek		0.00	
5,397.11	5,388.00	3PT Marker		0.00	
5,803.11	5,794.00	Black Shale		0.00	
6,070.11	6,061.00	Castle Peak		0.00	
6,359.11	6,350.00	Uteland Butte		0.00	
6,421.11	6,412.00	CR1		0.00	
6,583.11	6,574.00	Wasatch		0.00	
6,708.11	6,699.00	CR2		0.00	
6,979.11	6,970.00	CR3		0.00	
7,296.11	7,287.00	CR4		0.00	
7,561.11	7,552.00	CR4A		0.00	
7,675.11	7,666.00	CR5		0.00	
7,845.11	7,836.00	CR6		0.00	
8,172.11	8,163.00	CR7		0.00	

Plan Annotations

Measured Depth (ft)	Vertical Depth (ft)	Local Coordinates +N/-S (ft)	Local Coordinates +E/-W (ft)	Comment
3,600.00	3,600.00	0.00	0.00	Start Build 1.50
4,079.34	4,078.08	28.00	-10.88	Start 838.43 hold at 4079.34 MD
4,917.77	4,909.92	125.80	-48.91	Start Drop -1.50
5,397.11	5,388.00	153.80	-59.80	Start 3075.00 hold at 5397.11 MD
8,472.11	8,463.00	153.80	-59.80	TD at 8472.11

CONDITIONS OF APPROVAL

Notice of Intent
Name and APD Change

Company	**Bill Barrett Corp.**	Location:	**SESE Sec 12-T4S-R6W**
Well No.	**16-12-46-BTR**	Lease No.	**2OG0005608**

REQUEST APPROVED. The approval is granted for the change in well name to 16-12D-46 BTR and a new bottomhole location with the following conditions:

---

1. All requirements in O.O. #2 III. E. Special Drilling Operations are applicable.
2. All previously approved COAs for this well will be met.

If you have any other questions concerning this matter, please contact Carey Doyle of this office at (435) 781-3406.

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

5.LEASE DESIGNATION AND SERIAL NUMBER: 2OG0005608

6. IF INDIAN, ALLOTTEE OR TRIBE NAME: UTE

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL Oil Well

8. WELL NAME and NUMBER: 16-12-46 BTR

2. NAME OF OPERATOR: BILL BARRETT CORP

9. API NUMBER: 43013504670000

3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202

PHONE NUMBER: 303 312-8164 Ext

9. FIELD and POOL or WILDCAT: ALTAMONT

4. LOCATION OF WELL
FOOTAGES AT SURFACE: 0655 FSL 0750 FEL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESE Section: 12 Township: 04.0S Range: 06.0W Meridian: U

COUNTY: DUCHESNE

STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
✓ NOTICE OF INTENT Approximate date work will start: 7/28/2011	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
☐ SPUD REPORT Date of Spud:	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
☐ DRILLING REPORT Report Date:	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	✓ OTHER	OTHER: Lease Number

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

This sundry is being submitted to notify that the lease has been earned for this well. Please change all records to reflect the correct lease number 1420H626403.

Accepted by the Utah Division of Oil, Gas and Mining

FOR RECORD ONLY

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Venessa Langmacher	303 312-8172	Senior Permit Analyst
SIGNATURE N/A		**DATE** 7/28/2011

RECEIVED Jul. 28, 2011

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER: 1420H626403

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

6. IF INDIAN, ALLOTTEE OR TRIBE NAME: UTE

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL Oil Well

8. WELL NAME and NUMBER: 16-12-46 BTR

2. NAME OF OPERATOR: BILL BARRETT CORP

9. API NUMBER: 43013504670000

3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202

PHONE NUMBER: 303 312-8164 Ext

9. FIELD and POOL or WILDCAT: ALTAMONT

4. LOCATION OF WELL
FOOTAGES AT SURFACE: 0655 FSL 0750 FEL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESE Section: 12 Township: 04.0S Range: 06.0W Meridian: U

COUNTY: DUCHESNE

STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
☐ NOTICE OF INTENT Approximate date work will start:	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
☐ SPUD REPORT Date of Spud:	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
✓ DRILLING REPORT Report Date: 7/1/2011	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

July 2011 Monthly Drilling Activity Report attached.

Accepted by the Utah Division of Oil, Gas and Mining
FOR RECORD ONLY

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Brady Riley	303 312-8115	Permit Analyst
SIGNATURE N/A		**DATE** 8/3/2011

RECEIVED Aug. 03, 2011

Bill Barrett Corporation

#16-12D-46 BTR 7/1/2011 06:00 - 7/2/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50467	Utah	DUCHESNE	Black Tail Ridge		7,988.0	Drilling & Completion

Time Log Summary

#16-12D-46 BTR 7/2/2011 06:00 - 7/3/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50467	Utah	DUCHESNE	Black Tail Ridge		7,988.0	Drilling & Completion

Time Log Summary

WSI & Secured. No construction activity. - 24

#16-12D-46 BTR 7/3/2011 06:00 - 7/4/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50467	Utah	DUCHESNE	Black Tail Ridge		7,988.0	Drilling & Completion

Time Log Summary

WSI & Secured. No construction activity. - 24

#16-12D-46 BTR 7/4/2011 06:00 - 7/5/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50467	Utah	DUCHESNE	Black Tail Ridge		7,988.0	Drilling & Completion

Time Log Summary

WSI & Secured. No construction activity. - 24

#16-12D-46 BTR 7/5/2011 06:00 - 7/6/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50467	Utah	DUCHESNE	Black Tail Ridge		7,988.0	Drilling & Completion

Time Log Summary

WSI & Secured. insulating flow lines - 24

#16-12D-46 BTR 7/6/2011 06:00 - 7/7/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50467	Utah	DUCHESNE	Black Tail Ridge		7,988.0	Drilling & Completion

Time Log Summary

Construction crews insulating flow lines on production equipment. - 24

#16-12D-46 BTR 7/7/2011 06:00 - 7/8/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50467	Utah	DUCHESNE	Black Tail Ridge		7,988.0	Drilling & Completion

Time Log Summary

WSI & Secured, production facility are completed. Waiting on frac prep. - 24

#16-12D-46 BTR 7/8/2011 06:00 - 7/9/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50467	Utah	DUCHESNE	Black Tail Ridge		7,988.0	Drilling & Completion

Time Log Summary

WSI & Secured, production facility are completed. Waiting on frac prep. - 24

#16-12D-46 BTR 7/9/2011 06:00 - 7/10/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50467	Utah	DUCHESNE	Black Tail Ridge		7,988.0	Drilling & Completion

Time Log Summary

WSI & Secured, production facility are completed. Waiting on frac prep. - 24

#16-12D-46 BTR 7/10/2011 06:00 - 7/11/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50467	Utah	DUCHESNE	Black Tail Ridge		7,988.0	Drilling & Completion

Time Log Summary

#16-12D-46 BTR 7/11/2011 06:00 - 7/12/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50467	Utah	DUCHESNE	Black Tail Ridge		7,988.0	Drilling & Completion

Time Log Summary

WSI & Secured, Set frac tanks, Trucked in 3% KCL and production water. - 24

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER:
1420H626403

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
UTE

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL
Oil Well

8. WELL NAME and NUMBER:
16-12-46 BTR

2. NAME OF OPERATOR:
BILL BARRETT CORP

9. API NUMBER:
43013504670000

3. ADDRESS OF OPERATOR:
1099 18th Street Ste 2300 , Denver, CO, 80202

PHONE NUMBER:
303 312-8164 Ext

9. FIELD and POOL or WILDCAT:
ALTAMONT

4. LOCATION OF WELL
FOOTAGES AT SURFACE:
0655 FSL 0750 FEL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: SESE Section: 12 Township: 04.0S Range: 06.0W Meridian: U

COUNTY:
DUCHESNE

STATE:
UTAH

11.
CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
☐ NOTICE OF INTENT Approximate date work will start:	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
✓ SUBSEQUENT REPORT Date of Work Completion: 7/26/2011	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
☐ SPUD REPORT Date of Spud:	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
☐ DRILLING REPORT Report Date:	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	✓ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

This sundry is to notify that this well had first oil sales on 7/28/2011 and first gas sales on 7/26/2011.

Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Venessa Langmacher	303 312-8172	Senior Permit Analyst
SIGNATURE		**DATE**
N/A		7/28/2011

RECEIVED Jul. 28, 2011

Form 3160-4
(August 2007)

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

FORM APPROVED
OMB No. 1004-0137
Expires: July 31, 2010

WELL COMPLETION OR RECOMPLETION REPORT AND LOG

5. Lease Serial No. 1420H626403

1a. Type of Well ☒ Oil Well ☐ Gas Well ☐ Dry ☐ Other
b. Type of Completion ☒ New Well ☐ Work Over ☐ Deepen ☐ Plug Back ☐ Diff. Resvr.
Other

6. If Indian, Allottee or Tribe Name

7. Unit or CA Agreement Name and No.

2. Name of Operator: BILL BARRETT CORPORATION — Contact: MEGAN FINNEGAN — E-Mail: mfinnegan@billbarrettcorp.com

8. Lease Name and Well No. 16-12D-46 BTR

3. Address: 1099 18TH STREET SUITE 2300, DENVER, CO 80202

3a. Phone No. (include area code): Ph: 303-299-9949

9. API Well No. 43-013-50467

4. Location of Well (Report location clearly and in accordance with Federal requirements)*

At surface SESE 655FSL 750FEL

At top prod interval reported below SESE 818FSL 804FEL

At total depth SESE 803FSL 827FEL 517 FSL 827 FEL

10. Field and Pool, or Exploratory ALTAMONT

11. Sec., T., R., M., or Block and Survey or Area Sec 12 T4S R6W Mer UBM

12. County or Parish DUCHESNE

13. State UT

14. Date Spudded	15. Date T.D. Reached	16. Date Completed	17. Elevations (DF, KB, RT, GL)*
05/14/2011	06/18/2011	☐ D & A ☒ Ready to Prod. 07/26/2011	6234 GL

18. Total Depth:	MD 7988 TVD 7978	19. Plug Back T.D.:	MD 7936 TVD 7926	20. Depth Bridge Plug Set:	MD TVD

21. Type Electric & Other Mechanical Logs Run (Submit copy of each)
CBL, TRIPLE COMBO, MUD

22. Was well cored? ☒ No ☐ Yes (Submit analysis)
Was DST run? ☒ No ☐ Yes (Submit analysis)
Directional Survey? ☐ No ☒ Yes (Submit analysis)

23. Casing and Liner Record *(Report all strings set in well)*

Hole Size	Size/Grade	Wt. (#/ft.)	Top (MD)	Bottom (MD)	Stage Cementer Depth	No. of Sks. & Type of Cement	Slurry Vol. (BBL)	Cement Top*	Amount Pulled
17.500	16.000 COND	65.0	0	104	104			0	
12.250	9.625 J-55	36.0	0	2220	2172	610	257	0	
8.750	5.500 P-110	17.0	0	7988	7882	1515	497	2482	15000

24. Tubing Record

Size	Depth Set (MD)	Packer Depth (MD)	Size	Depth Set (MD)	Packer Depth (MD)	Size	Depth Set (MD)	Packer Depth (MD)
2.875	6024							

25. Producing Intervals / 26. Perforation Record

	Formation	Top	Bottom	Perforated Interval	Size	No. Holes	Perf. Status
A)	GREEN RIVER	6079	6560	6079 TO 6560	0.440	90	OPEN
B)	WASATCH	6569	7716	6569 TO 7716	0.440	213	OPEN
C)							
D)							

27. Acid, Fracture, Treatment, Cement Squeeze, Etc.

Depth Interval	Amount and Type of Material
6079 TO 6560	GREEN RIVER: SEE TREATMENT STAGES 6 - 8
6569 TO 7716	WASATCH: SEE TREATMENT STAGES 1 - 5

28. Production - Interval A

Date First Produced	Test Date	Hours Tested	Test Production	Oil BBL	Gas MCF	Water BBL	Oil Gravity Corr. API	Gas Gravity	Production Method
07/26/2011	07/29/2011	24	→	726.0	391.0	1464.0	52.0		FLOWS FROM WELL

Choke Size	Tbg. Press. Flwg. SI	Csg. Press.	24 Hr. Rate	Oil BBL	Gas MCF	Water BBL	Gas:Oil Ratio	Well Status
32/64	482	1394.0	→	726	391	1464	539	PGW

28a. Production - Interval B

Date First Produced	Test Date	Hours Tested	Test Production	Oil BBL	Gas MCF	Water BBL	Oil Gravity Corr. API	Gas Gravity	Production Method
			→						

Choke Size	Tbg. Press. Flwg. SI	Csg. Press.	24 Hr. Rate	Oil BBL	Gas MCF	Water BBL	Gas:Oil Ratio	Well Status
			→					

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(See Instructions and spaces for additional data on reverse side)
ELECTRONIC SUBMISSION #118012 VERIFIED BY THE BLM WELL INFORMATION SYSTEM
** OPERATOR-SUBMITTED ** OPERATOR-SUBMITTED ** OPERATOR-SUBMITTED **

28b. Production - Interval C

Date First Produced	Test Date	Hours Tested	Test Production →	Oil BBL	Gas MCF	Water BBL	Oil Gravity Corr. API	Gas Gravity	Production Method

Choke Size	Tbg. Press. Flwg. SI	Csg. Press.	24 Hr. Rate →	Oil BBL	Gas MCF	Water BBL	Gas:Oil Ratio	Well Status

28c. Production - Interval D

Date First Produced	Test Date	Hours Tested	Test Production →	Oil BBL	Gas MCF	Water BBL	Oil Gravity Corr. API	Gas Gravity	Production Method

Choke Size	Tbg. Press. Flwg. SI	Csg. Press.	24 Hr. Rate →	Oil BBL	Gas MCF	Water BBL	Gas:Oil Ratio	Well Status

29. Disposition of Gas *(Sold, used for fuel, vented, etc.)*
SOLD

30. Summary of Porous Zones (Include Aquifers):

Show all important zones of porosity and contents thereof: Cored intervals and all drill-stem tests, including depth interval tested, cushion used, time tool open, flowing and shut-in pressures and recoveries.

31. Formation (Log) Markers

Formation	Top	Bottom	Descriptions, Contents, etc.	Name	Top Meas. Depth
				GREEN RIVER	2159
				MAHOGANY	2779
				DOUGLAS CREEK	4982
				CASTLE PEAK	6063
				UTELAND BUTTE	6353
				CR 1	6413
				WASATCH	6563
				TD	7988

32. Additional remarks (include plugging procedure):
TOC was calculated by CBL. CBL and logs mailed due to file size. First gas sales was on 7/26/2011. First oil sales was on 7/28/2011. Conductor was set with grout. Attached is Treatment Data.

33. Circle enclosed attachments:

1. Electrical/Mechanical Logs (1 full set req'd.)
2. Geologic Report
3. DST Report
4. Directional Survey
5. Sundry Notice for plugging and cement verification
6. Core Analysis
7 Other:

34. I hereby certify that the foregoing and attached information is complete and correct as determined from all available records (see attached instructions):

Electronic Submission #118012 Verified by the BLM Well Information System.
For BILL BARRETT CORPORATION, sent to the Vernal

Name *(please print)* MEGAN FINNEGAN Title PERMIT ANALYST

Signature (Electronic Submission) Date 09/20/2011

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fradulent statements or representations as to any matter within its jurisdiction.

**** ORIGINAL ** ORIGINAL ** ORIGINAL ** ORIGINAL ** ORIGINAL ** ORIGINAL ** ORIGINAL ****

16-12D-46 BTR Report Continued*

44. ACID, FRACTURE, TREATMENT, CEMENT SQUEEZE, ETC. (cont.)			
AMOUNT AND TYPE OF MATERIAL			
Stage	***Bbls Slurry***	***lbs 20/40 White Sand***	***lbs Common White 100 Mesh***
1	3,566	164.000	
2	3,615	166,700	
3	3,600	166,100	
4	3,580	165,000	
5	3,445	157,400	
6	4,137	180,000	21,600
7	3,948	172,100	21,100
8	4,075	177,140	21,820

*Depth intervals for frac information same as perforation record intervals.

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Bill Barrett Corp

Duchesne County, UT (NAD 1927)
Sec. 12-T4S-R6W
#16-12D-46 BTR

Plan A Rev 1

Design: Sperry MWD Survey

Sperry Drilling Services

Standard Report

20 September, 2011

Well Coordinates: 660,317.58 N, 2,278,400.65 E (40° 08' 31.19" N, 110° 30' 14.92" W)
Ground Level: 6,230.00 ft

Local Coordinate Origin:	Centered on Well #16-12D-46 BTR
Viewing Datum:	RKB 24' @ 6254.00ft (H&P 319)
TVDs to System:	N
North Reference:	True
Unit System:	API - US Survey Feet - Custom

Geodetic Scale Factor Applied
Version: 2003.16 Build: 431

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HALLIBURTON

SPERRY-SUN DRILLING SERVICES

CERTIFIED SURVEY WORK SHEET

OPERATOR:	Bill Barrett Corp.
WELL:	16-12D-46 BTR
FIELD:	Blacktail Ridge
RIG:	H & P 319
LEGALS:	Sec. 12-T4S-R6W
COUNTY:	Duchesne
STATE:	Utah
CAL. METHOD:	Min. Curv.
MAG. DECL. APPLIED:	11.57
VERTICAL SEC. DIR. :	338.735°

SSDS Job Number :	8219579
Start Date of Job :	6/9/2011
End Date of Job :	6/19/2011
Lead Directional Driller:	Paul Pongratz
	Steve Krueger
Other SSDS DD's :	John Masterson
	0
SSDS MWD Engineers :	Brady Harrington
MWD Trainee :	0
	0

Geo Pilot Engineer :

	Main Hole ==========>		1st Side Track ==========>		2nd Side Track ==========>		3rd Side Track ==========>		4th Side Track ==========>	
Surface Casing	2220.00	Tie-on		Tie On		Tie On		Tie On		Tie On
First Wireline Survey		SS		MWD						
Last Wireline Survey		SS								
KOP Depth/Sidetrack MD	2688'	KOP		KOP-ST1		KOP-ST2		KOP-ST3		KOP-ST4
MWD Tie-on										
First MWD Survey Depth	136.00	MWD		MWD		MWD		MWD		MWD
Last MWD Survey Depth	7936'	MWD		MWD		MWD		MWD		MWD
Bit Extrapolation @ TD	7988'	T.D.		T.D.		T.D.		T.D.		T.D.

The following Sperry Drilling Services personnel, certify the above survey information to be accurate to the best of our knowledge:

Print Name :	Paul Pongratz	Print Name : Steve Krueger	Print Name : John Masterson
Sign Name :		Sign Name :	Sign Name :
Print Name :	Brady Harrington	Print Name : 0.00	Print Name : 0
Sign Name :		Sign Name :	Sign Name :

Examples of Survey Types:		
	TieOn	Tie On to Surface Casing (Assumed Vertical), Tie On to existing MWD Survey (prior drilled hole)
	MWD	Sperry-Sun Drilling Services (SSDS) Measurement While Drilling (MWD) Survey's
	ESS	Sperry-Sun Drilling Services (SSDS) Electronic Survey System (ESS) Survey's
	Gyro	Gyro Survey's ; Provided by third party vendor, or by Sperry-Sun Drilling Services (SSDS)
	SS	Single Shot (SS) Survey's ; Provided by Sperry-Sun Drilling Services (SSDS) or third party vendor.

Design Report for #16-12D-46 BTR - Sperry MWD Survey

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)
0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
136.00	0.25	253.08	136.00	-0.09	-0.28	0.02	0.18
First Sperry MWD Survey							
202.00	0.33	222.43	202.00	-0.27	-0.55	-0.05	0.26
264.00	0.32	240.89	264.00	-0.48	-0.82	-0.15	0.17
346.00	0.59	240.06	346.00	-0.81	-1.39	-0.25	0.33
438.00	0.62	194.22	437.99	-1.53	-1.92	-0.73	0.51
530.00	0.17	167.57	529.99	-2.14	-2.01	-1.27	0.52
622.00	0.42	333.15	621.99	-1.97	-2.14	-1.06	0.64
714.00	0.34	252.81	713.99	-1.75	-2.55	-0.71	0.54
808.00	0.35	253.96	807.98	-1.92	-3.09	-0.66	0.01
902.00	0.29	299.05	901.98	-1.88	-3.58	-0.45	0.27
997.00	0.51	317.33	996.98	-1.45	-4.07	0.12	0.26
1,091.00	0.74	302.37	1,090.98	-0.82	-4.87	1.00	0.30
1,185.00	1.02	271.77	1,184.96	-0.47	-6.22	1.82	0.57
1,279.00	1.09	256.79	1,278.95	-0.65	-7.92	2.27	0.30
1,373.00	1.06	231.52	1,372.93	-1.39	-9.48	2.14	0.50
1,467.00	0.99	218.02	1,466.92	-2.57	-10.66	1.47	0.27
1,562.00	0.61	188.51	1,561.91	-3.72	-11.24	0.61	0.58
1,656.00	0.82	195.85	1,655.90	-4.86	-11.49	-0.36	0.24
1,750.00	0.96	196.65	1,749.89	-6.26	-11.90	-1.52	0.15
1,844.00	1.38	193.67	1,843.87	-8.12	-12.40	-3.07	0.45
1,938.00	1.45	186.16	1,937.84	-10.40	-12.79	-5.05	0.21
2,033.00	1.94	187.62	2,032.80	-13.19	-13.13	-7.53	0.52
2,127.00	2.54	193.33	2,126.73	-16.79	-13.83	-10.63	0.68
2,157.00	2.45	192.74	2,156.70	-18.06	-14.12	-11.71	0.31
2,248.00	2.46	198.49	2,247.62	-21.81	-15.17	-14.83	0.27
2,311.00	2.06	205.18	2,310.57	-24.12	-16.08	-16.65	0.76
2,405.00	0.65	192.79	2,404.54	-26.17	-16.92	-18.25	1.52
2,499.00	0.71	240.98	2,498.53	-26.97	-17.54	-18.77	0.59
2,593.00	1.32	258.98	2,592.52	-27.46	-19.11	-18.66	0.72
2,688.00	0.88	351.64	2,687.51	-26.95	-20.29	-17.75	1.71
2,782.00	2.76	0.07	2,781.45	-23.97	-20.40	-14.94	2.01
2,876.00	4.35	356.49	2,875.27	-18.15	-20.61	-9.44	1.71
2,970.00	3.99	345.20	2,969.02	-11.43	-21.67	-2.79	0.95
3,064.00	4.65	344.15	3,062.76	-4.60	-23.54	4.25	0.71
3,159.00	5.36	351.97	3,157.39	3.50	-25.21	12.40	1.03
3,253.00	5.10	1.12	3,251.00	12.02	-25.75	20.54	0.93
3,347.00	6.61	6.74	3,344.51	21.57	-25.03	29.18	1.72
3,441.00	5.63	3.80	3,437.97	31.55	-24.09	38.13	1.09
3,535.00	8.07	359.76	3,531.30	42.75	-23.81	48.47	2.64
3,629.00	6.39	356.71	3,624.55	54.57	-24.14	59.61	1.83
3,724.00	6.17	350.53	3,718.98	64.88	-25.28	69.63	0.75
3,818.00	6.17	350.54	3,812.43	74.85	-26.94	79.52	0.00
3,912.00	6.16	344.72	3,905.89	84.69	-29.10	89.48	0.66
4,006.00	5.90	342.66	3,999.37	94.17	-31.87	99.32	0.36
4,100.00	6.01	343.77	4,092.86	103.51	-34.69	109.04	0.17
4,195.00	5.51	345.71	4,187.38	112.70	-37.20	118.52	0.56
4,289.00	5.46	349.20	4,280.95	121.47	-39.15	127.40	0.36
4,383.00	4.90	347.05	4,374.57	129.77	-40.89	135.77	0.63

Design Report for #16-12D-46 BTR - Sperry MWD Survey

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)
4,477.00	4.03	345.25	4,468.28	136.88	-42.63	143.02	0.94
4,572.00	3.17	344.89	4,563.09	142.64	-44.17	148.95	0.91
4,666.00	3.31	352.00	4,656.94	147.84	-45.22	154.18	0.45
4,761.00	3.12	350.73	4,751.80	153.11	-46.02	159.38	0.21
4,855.00	3.02	351.02	4,845.66	158.08	-46.82	164.30	0.11
4,949.00	2.38	344.37	4,939.56	162.40	-47.73	168.66	0.76
5,043.00	1.65	340.70	5,033.50	165.56	-48.70	171.95	0.79
5,138.00	1.58	11.98	5,128.46	168.13	-48.89	174.42	0.92
5,232.00	0.48	320.34	5,222.45	169.70	-48.87	175.87	1.42
5,327.00	0.97	268.09	5,317.44	169.98	-49.93	176.52	0.82
5,421.00	1.14	209.03	5,411.43	169.14	-51.17	176.18	1.12
5,515.00	1.40	188.33	5,505.40	167.19	-51.79	174.59	0.56
5,610.00	1.12	179.09	5,600.38	165.11	-51.95	172.71	0.36
5,704.00	0.57	176.62	5,694.37	163.72	-51.91	171.40	0.59
5,798.00	0.91	245.71	5,788.36	162.95	-52.56	170.92	0.94
5,892.00	0.93	285.00	5,882.35	162.84	-53.98	171.33	0.66
5,987.00	0.68	295.14	5,977.34	163.28	-55.23	172.19	0.30
6,081.00	1.69	244.36	6,071.32	162.92	-56.99	172.49	1.45
6,175.00	1.89	246.59	6,165.28	161.70	-59.66	172.33	0.23
6,270.00	2.13	237.01	6,260.22	160.12	-62.58	171.91	0.43
6,364.00	1.54	221.77	6,354.17	158.22	-64.88	170.98	0.81
6,458.00	1.53	222.93	6,448.14	156.36	-66.58	169.86	0.03
6,552.00	0.60	243.35	6,542.12	155.22	-67.87	169.27	1.05
6,647.00	0.77	301.82	6,637.11	155.34	-68.86	169.74	0.72
6,741.00	0.41	273.10	6,731.11	155.69	-69.73	170.38	0.48
6,835.00	0.44	234.85	6,825.11	155.50	-70.36	170.43	0.30
6,929.00	0.65	175.85	6,919.10	154.76	-70.62	169.84	0.60
7,024.00	0.77	192.73	7,014.10	153.60	-70.72	168.79	0.25
7,118.00	0.85	212.73	7,108.09	152.40	-71.24	167.86	0.31
7,212.00	0.34	282.30	7,202.08	151.87	-71.89	167.60	0.85
7,306.00	0.72	210.42	7,296.08	151.42	-72.46	167.39	0.74
7,400.00	1.12	212.75	7,390.07	150.14	-73.26	166.48	0.43
7,495.00	0.51	188.32	7,485.06	148.94	-73.82	165.57	0.73
7,589.00	0.40	216.43	7,579.05	148.26	-74.07	165.03	0.26
7,683.00	0.51	348.72	7,673.05	148.41	-74.35	165.27	0.89
7,778.00	0.65	313.14	7,768.05	149.19	-74.83	166.17	0.40
7,872.00	0.65	261.88	7,862.04	149.48	-75.74	166.77	0.60
7,936.00	1.18	228.03	7,926.03	148.99	-76.59	166.62	1.15
Final Sperry MWD Survey							
7,988.00	1.18	228.03	7,978.02	148.27	-77.39	166.24	0.00
Straight Line Projection to TD							

Design Annotations

Measured Depth (ft)	Vertical Depth (ft)	Local Coordinates +N/-S (ft)	Local Coordinates +E/-W (ft)	Comment
136.00	136.00	-0.09	-0.28	First Sperry MWD Survey
7,936.00	7,926.03	148.99	-76.59	Final Sperry MWD Survey
7,988.00	7,978.02	148.27	-77.39	Straight Line Projection to TD

Design Report for #16-12D-46 BTR - Sperry MWD Survey

Vertical Section Information

Angle Type	Target	Azimuth (°)	Origin Type	Origin +N/_S (ft)	Origin +E/-W (ft)	Start TVD (ft)
Target	#16-12D-46 BTR_Plan A Rev 1_BHL	338.74	Slot	0.00	0.00	0.00

Survey tool program

From (ft)	To (ft)	Survey/Plan	Survey Tool
136.00	7,988.00	Sperry MWD Surveys	MWD

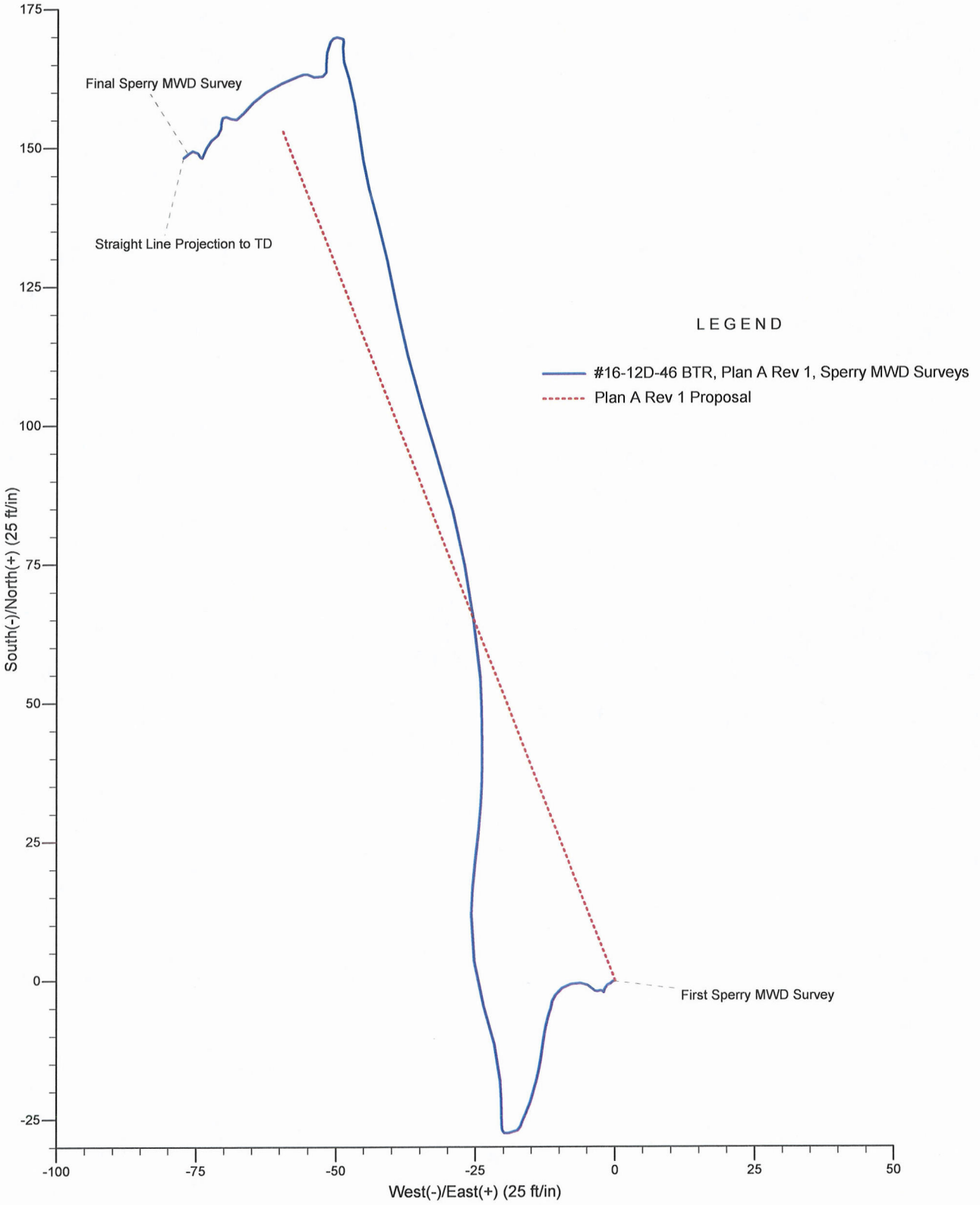
Targets

Target Name - hit/miss target - Shape	Dip Angle (°)	Dip Dir. (°)	TVD (ft)	+N/-S (ft)	+E/-W (ft)	Northing (ft)	Easting (ft)	Latitude	Longitude
#16-12D-46 BTR_Plan	0.00	0.00	7,979.00	153.74	-59.83	660,470.63	2,278,339.11	40° 8' 32.708 N	110° 30' 15.689 W
- actual wellpath misses target center by 18.41ft at 7988.00ft MD (7978.02 TVD, 148.27 N, -77.39 E) - Point									
#16-12D-46 BTR_Plan	0.00	0.00	5,379.00	153.74	-59.83	660,470.63	2,278,339.11	40° 8' 32.708 N	110° 30' 15.689 W
- actual wellpath misses target center by 18.25ft at 5388.83ft MD (5379.26 TVD, 169.61 N, -50.82 E) - Rectangle (sides W200.00 H200.00 D2,600.00)									
#16-12D-46 BTR_SHL	0.00	359.37	0.00	0.00	0.00	660,317.59	2,278,400.65	40° 8' 31.189 N	110° 30' 14.918 W
- actual wellpath hits target center - Point									

Project: Duchesne County, UT (NAD 1927)
Site: Sec. 12-T4S-R6W
Well: #16-12D-46 BTR

Bill Barrett Corp

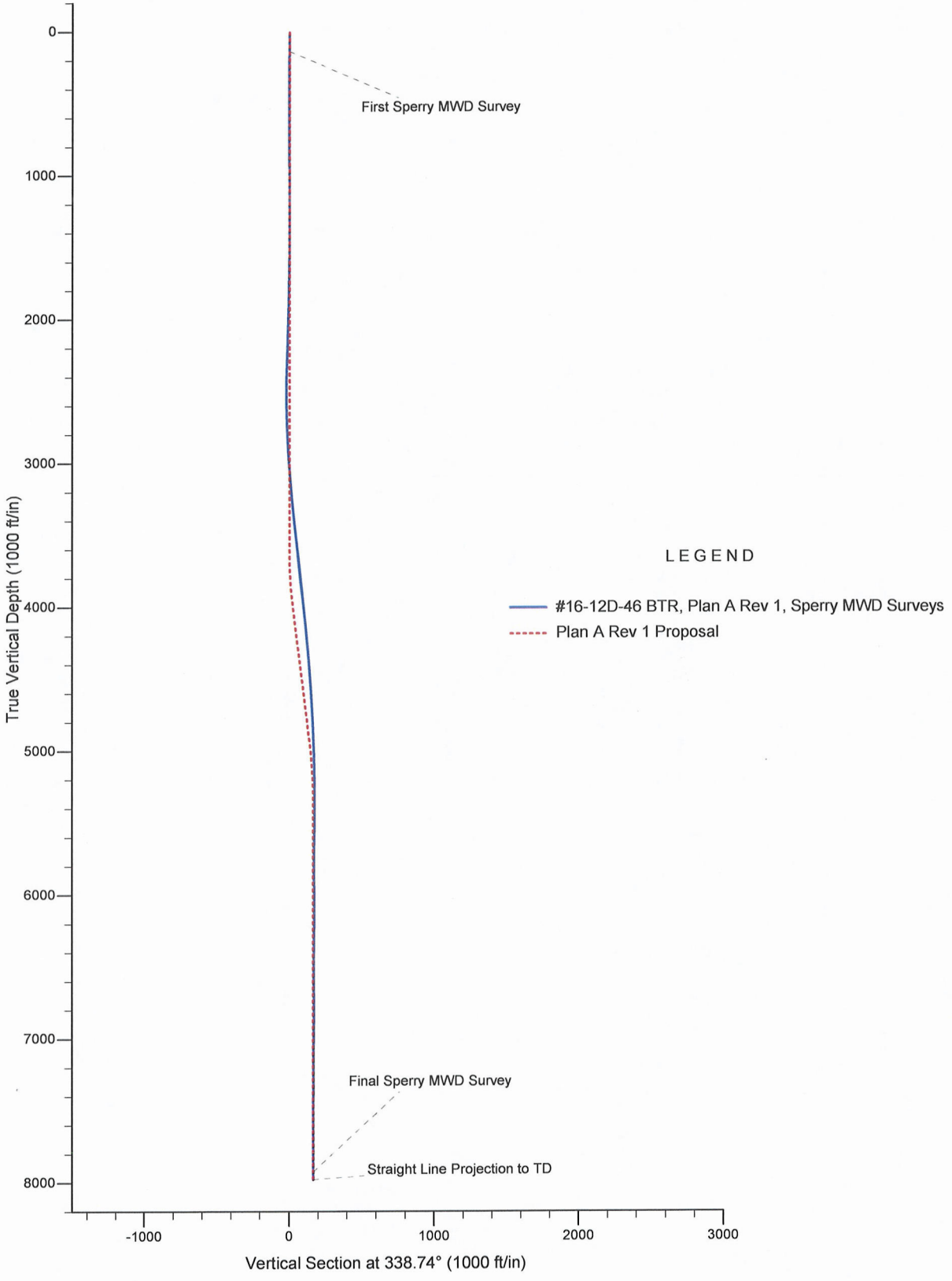
HALLIBURTON
Sperry Drilling



Project: Duchesne County, UT (NAD 1927)
Site: Sec. 12-T4S-R6W
Well: #16-12D-46 BTR

Bill Barrett Corp

HALLIBURTON
Sperry Drilling



North Reference Sheet for Sec. 12-T4S-R6W - #16-12D-46 BTR - Plan A Rev 1

All data is in US Feet unless otherwise stated. Directions and Coordinates are relative to True North Reference.

Vertical Depths are relative to RKB 24' @ 6254.00ft (H&P 319). Northing and Easting are relative to #16-12D-46 BTR

Coordinate System is US State Plane 1927 (Exact solution), Utah Central 4302 using datum NAD 1927 (NADCON CONUS), ellipsoid Clarke 1866

Projection method is Lambert Conformal Conic (2 parallel)

Central Meridian is 111° 30' 0.000 W°, Longitude Origin:0° 0' 0.000 E°, Latitude Origin:40° 39' 0.000 N°

False Easting: 2,000,000.00ft, False Northing: 0.00ft, Scale Reduction: 0.99991314

Grid Coordinates of Well: 660,317.58 ft N, 2,278,400.65 ft E

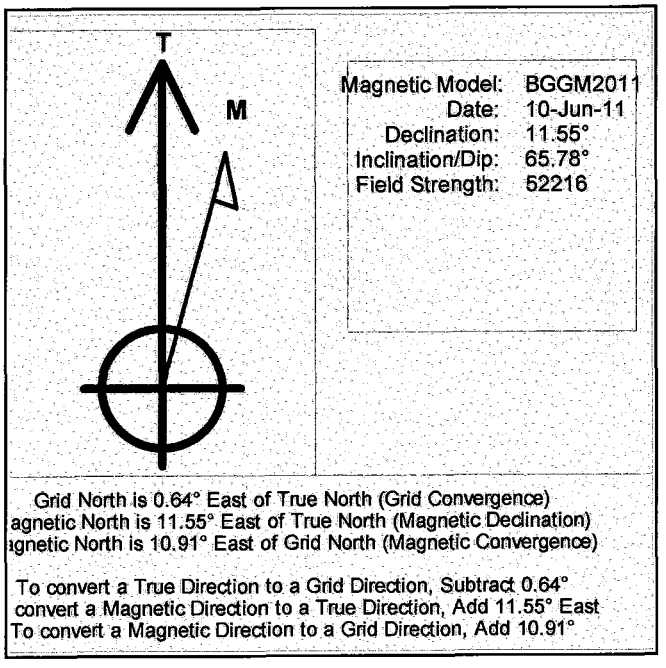
Geographical Coordinates of Well: 40° 08' 31.19" N, 110° 30' 14.92" W

Grid Convergence at Surface is: 0.64°

Based upon Minimum Curvature type calculations, at a Measured Depth of 7,988.00ft

the Bottom Hole Displacement is 167.25ft in the Direction of 332.44° (True).

Magnetic Convergence at surface is: -10.91° (10 June 2011, , BGGM2011)



Sundry Number: 26068 API Well Number: 43013504670000

FEDERAL APPROVAL OF THIS ACTION IS NECESSARY

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER: 1420H626403

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

6. IF INDIAN, ALLOTTEE OR TRIBE NAME: UTE

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL Oil Well

8. WELL NAME and NUMBER: 16-12-46 BTR

2. NAME OF OPERATOR: BILL BARRETT CORP

9. API NUMBER: 43013504670000

3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202

PHONE NUMBER: 303 312-8164 Ext

9. FIELD and POOL or WILDCAT: ALTAMONT

4. LOCATION OF WELL
FOOTAGES AT SURFACE: 0655 FSL 0750 FEL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESE Section: 12 Township: 04.0S Range: 06.0W Meridian: U

COUNTY: DUCHESNE

STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
✓ NOTICE OF INTENT Approximate date work will start: 5/31/2012	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
☐ SPUD REPORT Date of Spud:	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	✓ VENT OR FLARE	☐ WATER DISPOSAL
☐ DRILLING REPORT Report Date:	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

BBC hereby requests permission to flare tribal lease wells in our Blacktail Ridge development area located in the Starvation area while El Paso upgrades their existing 6-inch pipeline to a 12-inch to handle current gas production rates. Current operating pressures are approximately 100 psi and the upgrade of the existing line will eliminate the current back pressure concerns such as reservoir damage, surface facility safety issues, production curtailment and lower wellbore recoveries. Additional details are attached.

Accepted by the Utah Division of Oil, Gas and Mining

Date: June 14, 2012

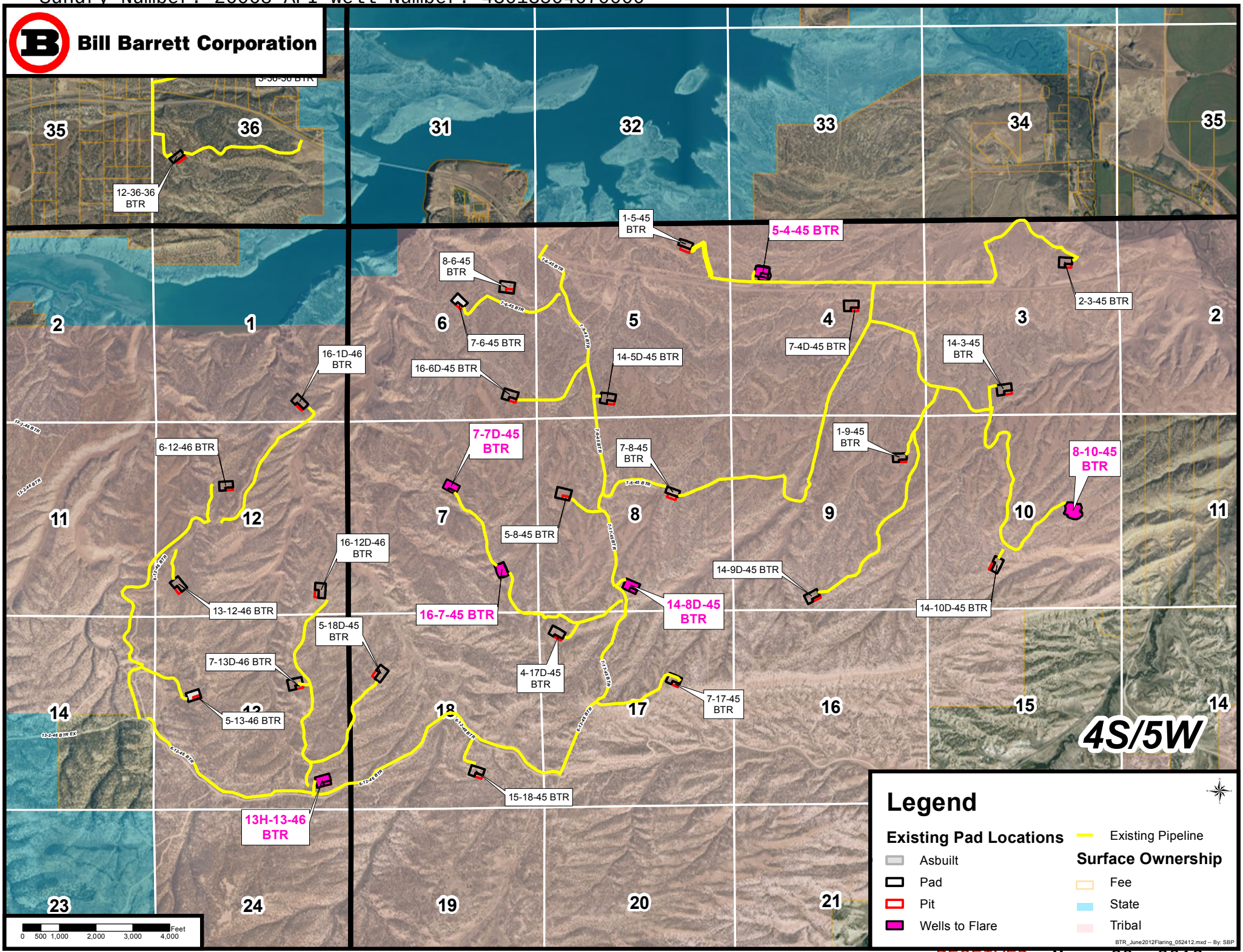
By: Dark K Quist

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Venessa Langmacher	303 312-8172	Senior Permit Analyst
SIGNATURE N/A		**DATE** 5/29/2012

RECEIVED: May. 29, 2012

The gas will be flared at the six locations shown on the attached map (5-4-45, 7-7D-45, 8-10-45, 13H-13-46, 14-8D-45, or 16-7-45 wellsites). The flares utilized for combusting the gas have a combustion efficiency of approximately 98%. There are no other delivery points besides the bridge crossing at this point; therefore, associated gas from the oil wells will be flared to continue production of tribal minerals. BBC is requesting flare approval from May 31, 2012 to July 31, 2012 to allow for any potential construction delays. BBC would immediately begin flowing to the pipeline at such time construction is complete. Emergency Dispatch will be notified of the flaring operations. The flaring will also be monitored 24 hours a day by BBC personnel. BBC will still be metering the gas at the wellhead to continue royalty payments. BBC has spoken with the tribe and received their acceptance 05/24/2012 and received BLM sundry approval on 5/24/12.

RECEIVED: May. 29, 2012



RECEIVED: May. 29, 2012

Sundry Number: 71378 API Well Number: 43013504670000

FEDERAL APPROVAL OF THIS ACTION IS NECESSARY

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER: 1420H626403

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

6. IF INDIAN, ALLOTTEE OR TRIBE NAME: UTE

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL: Oil Well

8. WELL NAME and NUMBER: 16-12D-46 BTR

2. NAME OF OPERATOR: BILL BARRETT CORP

9. API NUMBER: 43013504670000

3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202

PHONE NUMBER: 303 312-8134 Ext

9. FIELD and POOL or WILDCAT: ALTAMONT

4. LOCATION OF WELL
FOOTAGES AT SURFACE: 0655 FSL 0750 FEL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESE Section: 12 Township: 04.0S Range: 06.0W Meridian: U

COUNTY: DUCHESNE

STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
✓ NOTICE OF INTENT Approximate date work will start: 5/26/2017	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
☐ SPUD REPORT Date of Spud:	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
☐ DRILLING REPORT Report Date:	☐ WATER SHUTOFF	✓ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

well was shut in on 5/27/15 due to low production & low commodity prices. On 5/26/16 well will be SI for 1 year. Current economics don't justify RTP. For this reason BBC is requesting an additional 1 year SI, before a MIT is required, until 5/26/2017. The well currently has 10 psi tubing, 582 psi casing, 8 psi Braden Head. With minimal to zero Braden Head pressure and 582 psi casing pressure, it is evident that the 5-1/2" production casing has full integrity and all formations are protected. Fluid level was found at 8,000 ft. from surface with TOC at 2,480 ft. The well is shut in at the wellhead and all surface equipment has been drained and winterized. The well is still on an active lease operator route & is checked frequently for any surface & potential downhole issues. The well would be RTP if economics will justify at a higher commodity price before 5/26/2017.

Accepted by the Utah Division of Oil, Gas and Mining

Date: May 04, 2016

By: Dark K Quist

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Brady Riley	303 312-8115	Permit Analyst
SIGNATURE		**DATE**
N/A		4/27/2016

RECEIVED: Apr. 27, 2016

Division of Oil, Gas and Mining
Operator Change/Name Change Worksheet-for State use only

Effective Date: 11/1/2016

FORMER OPERATOR:	NEW OPERATOR:
Bill Barrett Corporation 1099 18th Street, Suite 2300 Denver, CO 80202	Rig II, LLC 1582 West 2600 South Woods Cross, UT 84087
CA Number(s):	Unit(s):

WELL INFORMATION:

Well Name	Sec	TWN	RNG	API	Entity	Mineral	Surface	Type	Status
See Attached List									

OPERATOR CHANGES DOCUMENTATION:

1. Sundry or legal documentation was received from the **FORMER** operator on: 10/21/2016
2. Sundry or legal documentation was received from the **NEW** operator on: 10/21/2016
3. New operator Division of Corporations Business Number: 8256968-0160

REVIEW:

1. Surface Agreement Sundry from **NEW** operator on Fee Surface wells received on: N/A
2. Receipt of Acceptance of Drilling Procedures for APD on: 10/21/2016
3. Reports current for Production/Disposition & Sundries: 11/2/2016
4. OPS/SI/TA well(s) reviewed for full cost bonding: 11/3/2016
5. UIC5 on all disposal/injection/storage well(s) approved on: 11/3/2016
6. Surface Facility(s) included in operator change: None
7. Inspections of PA state/fee well sites complete on (only upon operators request): 11/3/2016

NEW OPERATOR BOND VERIFICATION:

1. Federal well(s) covered by Bond Number: UTB000712
2. Indian well(s) covered by Bond Number: LPM 922467
3. State/fee well(s) covered by Bond Number(s): 9219529

DATA ENTRY:

1. Well(s) update in the **OGIS** on: 11/7/2016
2. Entity Number(s) updated in **OGIS** on: 11/7/2016
3. Unit(s) operator number update in **OGIS** on: N/A
4. Surface Facilities update in **OGIS** on: N/A
5. State/Fee well(s) attached to bond(s) in **RBDMS** on: 11/7/2016
6. Surface Facilities update in **RBDMS** on: N/A

COMMENTS:

From: Bill Barrett Corporation
To: Rig II, LLC
Effective 11/1/2016

Well Name	Sec	TWN	RNG	API Number	Entity	Mineral	Surface	Type	Status
SWD 9-36 BTR	9	030S	060W	4301350646	18077	Indian	Fee	WD	A
16-6D-46 BTR SWD	6	040S	060W	4301350781	18327	Indian	Fee	WD	A
6-32-36 BTR SWD	32	030S	060W	4301350921	18329	Indian	Fee	WD	A
LC TRIBAL 8-26D-47	26	040S	070W	4301334024		Indian	Indian	OW	APD
16-21D-37 BTR	21	030S	070W	4301350758		Indian	Fee	OW	APD
14-11D-37 BTR	11	030S	070W	4301350862		Indian	Fee	OW	APD
7-17D-46 BTR	17	040S	060W	4301350883		Indian	Indian	OW	APD
14-12D-37 BTR	12	030S	070W	4301350894		Indian	Fee	OW	APD
1-18D-36 BTR	18	030S	060W	4301350922		Indian	Fee	OW	APD
13-2D-45 BTR	2	040S	050W	4301350931		Indian	Indian	OW	APD
5H-16-46 BTR	16	040S	060W	4301350992		Indian	Indian	OW	APD
9H-17-45 BTR	17	040S	050W	4301351098		Indian	Indian	OW	APD
13H-8-46 BTR UB	8	040S	060W	4301351124		Indian	Indian	OW	APD
8H-9-46 BTR	9	040S	060W	4301351140		Indian	Indian	OW	APD
LC TRIBAL 7-31D-37	31	030S	070W	4301351147		Indian	Fee	OW	APD
14-16D-45 BTR	16	040S	050W	4301351178		Indian	Indian	OW	APD
16-19D-37 BTR	19	030S	070W	4301351179		Indian	Fee	OW	APD
6-2D-45 BTR	2	040S	050W	4301351234		Indian	Indian	OW	APD
2-2D-45 BTR	2	040S	050W	4301351235		Indian	Indian	OW	APD
10-26-35 BTR	26	030S	050W	4301351248		Indian	Fee	OW	APD
LC TRIBAL 1H-33-46	33	040S	060W	4301351257		Indian	Fee	OW	APD
LC TRIBAL 9-25D-46	25	040S	060W	4301351276		Indian	Indian	OW	APD
LC TRIBAL 8H-30-45	30	040S	050W	4301351277		Indian	Indian	OW	APD
LC TRIBAL 16H-30-45	30	040S	050W	4301351279		Indian	Indian	OW	APD
LC TRIBAL 13-30D-45	30	040S	050W	4301351282		Indian	Indian	OW	APD
LC TRIBAL 16H-36-46	36	040S	060W	4301351291		Indian	Indian	OW	APD
LC TRIBAL 13H-30-46	30	040S	060W	4301351321		Indian	Indian	OW	APD
LC TRIBAL 13H-31-46	31	040S	060W	4301351326		Indian	Indian	OW	APD
LC TRIBAL 16-31D-46	31	040S	060W	4301351328		Indian	Indian	OW	APD
LC TRIBAL 5H-26-47	26	040S	070W	4301351337		Indian	Indian	OW	APD
LC TRIBAL 5H-19-45	20	040S	050W	4301351349		Indian	Indian	OW	APD
LC TRIBAL 16-36D-47	36	040S	070W	4301351363		Indian	Indian	OW	APD
15-4D-47 BTR	4	040S	070W	4301351377		Indian	Fee	OW	APD
16-23D-46 LC TRIBAL	23	040S	060W	4301351396		Indian	Fee	OW	APD
15-2D-36 BTR	2	030S	060W	4301351419		Indian	Fee	OW	APD
16-23D-37 BTR	23	030S	070W	4301351420		Indian	Fee	OW	APD
11-9D-47 BTR	9	040S	070W	4301351422		Indian	Fee	OW	APD
15-13D-47 BTR	13	040S	070W	4301351424		Indian	Indian	OW	APD
LC TRIBAL 15-19D-46	19	040S	060W	4301351426		Indian	Indian	OW	APD
16-13D-45 BTR	13	040S	050W	4301351428		Indian	Indian	OW	APD

From: Bill Barrett Corporation
To: Rig II, LLC
Effective 11/1/2016

14-12D-45 BTR	12	040S	050W	4301351444		Indian	Indian	OW	APD
16-14D-45 BTR	14	040S	050W	4301351445		Indian	Indian	OW	APD
5-13D-45 BTR	13	040S	050W	4301351446		Indian	Indian	OW	APD
LC TRIBAL 16-26D-46	26	040S	060W	4301351450		Indian	State	OW	APD
LC TRIBAL 16-34D-46	34	040S	060W	4301351451		Indian	State	OW	APD
16-12D-45 BTR	12	040S	050W	4301351452		Indian	Indian	OW	APD
8-12D-45 BTR	12	040S	050W	4301351453		Indian	Indian	OW	APD
LC TRIBAL 1-35D-46	35	040S	060W	4301351454		Indian	Fee	OW	APD
16-25D-37 BTR	25	030S	070W	4301351455		Indian	Fee	OW	APD
LC TRIBAL 13H-29-46	28	040S	060W	4301351462		Indian	Fee	OW	APD
LC TRIBAL 14-30D-37	30	030S	070W	4301351494		Indian	Fee	OW	APD
7-13D-45 BTR	13	040S	050W	4301351497		Indian	Indian	OW	APD
LC TRIBAL 4H-35-46	35	040S	060W	4301351515		Indian	Fee	OW	APD
LC TRIBAL 13H-19-46	19	040S	060W	4301351543		Indian	Indian	OW	APD
16-26D-37 BTR	26	030S	070W	4301351598		Indian	Fee	OW	APD
LC TRIBAL 16-31D-37	31	030S	070W	4301351610		Indian	Fee	OW	APD
5-4-35 BTR	4	030S	050W	4301351613		Indian	Fee	OW	APD
LC TRIBAL 16-31D-47	31	040S	070W	4301351616		Indian	Indian	OW	APD
LC TRIBAL 13H-31-47	31	040S	070W	4301351617		Indian	Indian	OW	APD
LC TRIBAL 13-32D-47	32	040S	070W	4301351619		Indian	Indian	OW	APD
LC TRIBAL 16H-32-47	32	040S	070W	4301351620		Indian	Indian	OW	APD
LC TRIBAL 1-32D-47	32	040S	070W	4301351624		Indian	Indian	OW	APD
LC TRIBAL 4H-32-47	32	040S	070W	4301351625		Indian	Indian	OW	APD
LC TRIBAL 13-28D-47	28	040S	070W	4301351627		Indian	Indian	OW	APD
LC TRIBAL 13H-29-47	28	040S	070W	4301351628		Indian	Indian	OW	APD
LC TRIBAL 16H-28-47	28	040S	070W	4301351629		Indian	Indian	OW	APD
LC TRIBAL 1-28D-47	28	040S	070W	4301351639		Indian	Indian	OW	APD
LC TRIBAL 1H-27-47	28	040S	070W	4301351640		Indian	Indian	OW	APD
LC TRIBAL 4H-28-47	28	040S	070W	4301351641		Indian	Indian	OW	APD
LC TRIBAL 7-25D-58	25	050S	080W	4301351643		Indian	Indian	OW	APD
LC TRIBAL 6-25D-58	25	050S	080W	4301351644		Indian	Indian	OW	APD
LC TRIBAL 13H-24-58	24	050S	080W	4301351645		Indian	Indian	OW	APD
LC TRIBAL 16-24D-58	24	050S	080W	4301351646		Indian	Indian	OW	APD
LC Tribal 8-23D-46	23	040S	060W	4301351654		Indian	Fee	OW	APD
LC Tribal 16-35D-45	35	040S	050W	4301351656		Indian	Fee	OW	APD
LC Tribal 13H-35-45	35	040S	050W	4301351657		Indian	Fee	OW	APD
LC Tribal 16-36D-45	36	040S	050W	4301351658		Indian	Fee	OW	APD
LC Tribal 13H-36-45	36	040S	050W	4301351659		Indian	Fee	OW	APD
LC Tribal 5-36D-45	36	040S	050W	4301351661		Indian	Fee	OW	APD
LC Tribal 8-26D-46	26	040S	060W	4301351663		Indian	Fee	OW	APD
3-29D-36 BTR	29	030S	060W	4301351665		Indian	Fee	OW	APD

From: Bill Barrett Corporation
To: Rig II, LLC
Effective 11/1/2016

LC Tribal 5-35D-45	35	040S	050W	4301351666		Indian	Fee	OW	APD
LC Tribal 5-24D-46	24	040S	060W	4301351668		Indian	Indian	OW	APD
LC TRIBAL 6-12D-58	12	050S	080W	4301351696		Indian	Indian	OW	APD
LC TRIBAL 8-12D-58	12	050S	080W	4301351697		Indian	Indian	OW	APD
LC TRIBAL 16H-22-47	21	040S	070W	4301351700		Indian	Indian	OW	APD
5-25D-37 BTR	25	030S	070W	4301351803		Indian	Fee	OW	APD
8-3D-36 BTR	3	030S	060W	4301351804		Indian	Fee	OW	APD
14-26D-37 BTR	26	030S	070W	4301351805		Indian	Fee	OW	APD
9-4-35 BTR	4	030S	050W	4301351806		Indian	Fee	OW	APD
11-4D-35 BTR	4	030S	050W	4301351807		Indian	Fee	OW	APD
16-27D-37 BTR	27	030S	070W	4301351808		Indian	Fee	OW	APD
14-27D-37 BTR	27	030S	070W	4301351809		Indian	Fee	OW	APD
14-16D-46 BTR	16	040S	060W	4301351812		Indian	Indian	OW	APD
LC Tribal 16-35D-48	35	040S	080W	4301351847		Indian	Indian	OW	APD
LC Tribal 13H-35-48	35	040S	080W	4301351848		Indian	Indian	OW	APD
LC Tribal 13-2D-58	11	050S	080W	4301351850		Indian	Indian	OW	APD
5-13D-36 BTR	13	030S	060W	4301351862		Indian	Fee	OW	APD
5-8D-36 BTR	8	030S	060W	4301351871		Indian	Fee	OW	APD
16-1D-36 BTR	1	030S	060W	4301351872		Indian	Fee	OW	APD
8-18D-46 BTR	18	040S	060W	4301351897		Indian	Fee	OW	APD
LC Tribal 5-36D-46	36	040S	060W	4301351905		Indian	Indian	OW	APD
LC Tribal 5-26D-45	26	040S	050W	4301351907		Indian	Indian	OW	APD
14-13D-45 BTR	13	040S	050W	4301351974		Indian	Indian	OW	APD
14-34D-46 DLB	34	040S	060W	4301351975		Indian	Fee	OW	APD
LC Tribal 5-21D-45	21	040S	050W	4301352001		Indian	Indian	OW	APD
LC Tribal 8-22D-45	22	040S	050W	4301352002		Indian	Indian	OW	APD
LC Tribal 8-25D-45	25	040S	050W	4301352007		Indian	Indian	OW	APD
LC Tribal 16-25D-45	25	040S	050W	4301352008		Indian	Indian	OW	APD
LC Tribal 16-22D-45	22	040S	050W	4301352009		Indian	Indian	OW	APD
LC Tribal 16-26D-45	26	040S	050W	4301352010		Indian	Indian	OW	APD
LC Tribal 14-31D-37	31	030S	070W	4301352016		Indian	Fee	OW	APD
5-12D-45 BTR	12	040S	050W	4301352030		Indian	Indian	OW	APD
LC Tribal 9-20D-45	20	040S	050W	4301352031		Indian	Indian	OW	APD
LC Tribal 13-35D-47	35	040S	070W	4301352055		Indian	Indian	OW	APD
LC Tribal 1-23D-47	23	040S	070W	4301352057		Indian	Indian	OW	APD
9-17D-46 BTR	17	040S	060W	4301352059		Indian	Indian	OW	APD
11-18D-46 BTR	18	040S	060W	4301352060		Indian	Indian	OW	APD
9-10D-47 BTR	10	040S	070W	4301352092		Indian	Fee	OW	APD
LC Tribal 1-17D-47	17	040S	070W	4301352096		Indian	Fee	OW	APD
7-35D-37 BTR	35	030S	070W	4301352115		Indian	Fee	OW	APD
14-25D-37 BTR	25	030S	070W	4301352116		Indian	Fee	OW	APD

From: Bill Barrett Corporation
To: Rig II, LLC
Effective 11/1/2016

LC Tribal 5-25-46	25	040S	060W	4301352126	Indian	Indian	OW	APD
8-33D-35 BTR	33	030S	050W	4301352161	Indian	Fee	OW	APD
5-4D-36 BTR	4	030S	060W	4301352175	Indian	Fee	OW	APD
7-4D-36 BTR	4	030S	060W	4301352176	Indian	Fee	OW	APD
LC Tribal 4-36D-47	36	040S	070W	4301352186	Indian	Indian	OW	APD
LC Tribal 4-22D-46	22	040S	060W	4301352944	Indian	Indian	OW	APD
LC Tribal 16-22D-46	22	040S	060W	4301352945	Indian	Indian	OW	APD
LC Tribal 11-19D-46	19	040S	060W	4301352946	Indian	Indian	OW	APD
LC Tribal 7-20D-45	20	040S	050W	4301352947	Indian	Indian	OW	APD
15-11D-35 BTR	11	030S	050W	4301353056	Indian	Fee	OW	APD
13-11D-35 BTR	11	030S	050W	4301353057	Indian	Fee	OW	APD
BTR 16-36D-37	36	030S	070W	4301353059	Indian	Fee	OW	APD
4-29D-35 BTR	30	030S	050W	4301353060	Indian	Fee	OW	APD
1-30D-35 BTR	30	030S	050W	4301353061	Fee	Fee	OW	APD
LC TRIBAL 3-23D-46	23	040S	060W	4301353066	Indian	State	OW	APD
LC Tribal 14-23D-46	23	040S	060W	4301353067	Indian	State	OW	APD
LC Tribal 13-25D-46	25	040S	060W	4301353068	Indian	Indian	OW	APD
LC Tribal 14-26D-46	26	040S	060W	4301353069	Indian	State	OW	APD
LC Tribal 5-26D-46	26	040S	060W	4301353070	Indian	State	OW	APD
LC Tribal 11-35D-45	35	040S	050W	4301353071	Indian	State	OW	APD
LC Tribal 7-35D-45	35	040S	050W	4301353072	Indian	State	OW	APD
LC Tribal 3-35D-45	35	040S	050W	4301353075	Indian	State	OW	APD
LC Tribal 14-36D-45	36	040S	050W	4301353076	Indian	State	OW	APD
LC Tribal 13-36D-45	36	040S	050W	4301353077	Indian	State	OW	APD
LC Tribal 10-36D-45	36	040S	050W	4301353078	Indian	State	OW	APD
LC Tribal 8-36D-45	36	040S	050W	4301353079	Indian	State	OW	APD
LC Tribal 6-36D-45	36	040S	050W	4301353080	Indian	State	OW	APD
LC Tribal 1-34D-46	34	040S	060W	4301353081	Indian	State	OW	APD
LC Tribal 9-27D-46	27	040S	060W	4301353082	Indian	State	OW	APD
LC Tribal 13-35D-45	35	040S	050W	4301353083	Indian	State	OW	APD
LC Tribal 8-35D-45	35	040S	050W	4301353084	Indian	State	OW	APD
LC Tribal 15-35D-45	35	040S	050W	4301353085	Indian	State	OW	APD
LC Tribal 12-25D-45	25	040S	050W	4301353122	Indian	Indian	OW	APD
LC Tribal 14-25D-45	25	040S	050W	4301353123	Indian	Indian	OW	APD
LC Tribal 10-25D-45	25	040S	050W	4301353124	Indian	Indian	OW	APD
LC Tribal 11-26-45	26	040S	050W	4301353125	Indian	Indian	OW	APD
LC Tribal 13-26D-45	26	040S	050W	4301353126	Indian	Indian	OW	APD
LC Tribal 7-31D-46	31	040S	060W	4301353127	Indian	Indian	OW	APD
LC Tribal 7-19D-45	19	040S	050W	4301353128	Indian	Indian	OW	APD
LC Tribal 5-19D-45	19	040S	050W	4301353130	Indian	Indian	OW	APD
LC Tribal 7-25D-46	25	040S	060W	4301353132	Indian	Indian	OW	APD

From: Bill Barrett Corporation
To: Rig II, LLC
Effective 11/1/2016

LC Tribal 7-24D-46	24	040S	060W	4301353134		Indian	Indian	OW	APD
LC Tribal 14-31D-46	31	040S	060W	4301353135		Indian	Indian	OW	APD
LC Tribal 14-30D-46	30	040S	060W	4301353136		Indian	Indian	OW	APD
13-4-35 BTR SWD	4	030S	050W	4301353293		Fee	Fee	OW	APD
LC FEE 14-26D-47	26	040S	070W	4301353294		Fee	Indian	OW	APD
LC Fee 5-25D-47	25	040S	070W	4301353295		Fee	Indian	OW	APD
7-35-46 LC SWD	35	040S	060W	4301353296		Fee	Fee	OW	APD
LC Fee 1H-33-47	32	040S	070W	4301353309		Fee	Indian	OW	APD
LC FEE 14-2D-58	2	050S	080W	4301353312		Fee	Indian	OW	APD
LC FEE 13H-21-47	21	040S	070W	4301353313		Fee	Indian	OW	APD
LC Fee 16-21D-47	21	040S	070W	4301353326		Fee	Indian	OW	APD
16-7D-46 BTR	7	040S	060W	4301353328		Fee	Indian	OW	APD
LC Fee 15-26D-47	26	040S	070W	4301353331		Fee	Indian	OW	APD
LC Fee 4-24D-47	23	040S	070W	4301353332		Fee	Indian	OW	APD
LC Fee 5-34D-47	34	040S	070W	4301353333		Fee	Indian	OW	APD
LC Fee 5-35D-47	35	040S	070W	4301353334		Fee	Indian	OW	APD
13-34D-47 LC Fee	34	040S	070W	4301353337		Fee	Indian	OW	APD
14-35D-35 BTR	35	030S	050W	4301352120		Fee	Fee	OW	DRL
6-17D-46 BTR	17	040S	060W	4301351078		Indian	Indian	OW	OPS
5-34D-35 BTR	34	030S	050W	4301351187		Indian	Fee	OW	OPS
5-10D-45 BTR	10	040S	050W	4301351221		Indian	Indian	OW	OPS
5-3D-45 BTR	3	040S	050W	4301351810		Indian	Indian	OW	OPS
9-34D-35 BTR	34	030S	050W	4301352117		Fee	Fee	OW	OPS
5-35D-35 BTR	35	030S	050W	4301352118		Fee	Fee	OW	OPS
1-2D-46 BTR	2	040S	060W	4301353086		Indian	Fee	OW	OPS
7-21-46 DLB	21	040S	060W	4301333567	16526	Indian	Indian	OW	P
LC TRIBAL 1H-27-46	27	040S	060W	4301333568	18175	Indian	Fee	GW	P
7-29-46 DLB	29	040S	060W	4301333584	17603	Indian	Fee	GW	P
LC TRIBAL 12H-28-46	28	040S	060W	4301333631	18132	Indian	Indian	GW	P
LC TRIBAL 13H-21-46	21	040S	060W	4301333632	18107	Indian	Indian	GW	P
12-36-36 BTR	36	030S	060W	4301333638	16336	Indian	Fee	GW	P
5-5-46 BTR	5	040S	060W	4301333639	16542	Indian	Fee	OW	P
5-23-36 BTR	23	030S	060W	4301333642	16675	Indian	Fee	GW	P
14-29-36 BTR	29	030S	060W	4301333643	16725	Indian	Fee	OW	P
14-30-36 BTR	30	030S	060W	4301333644	16701	Indian	Fee	GW	P
7-20-46 DLB	20	040S	060W	4301333657	16584	Indian	Indian	OW	P
LC TRIBAL 5-21D-46	21	040S	060W	4301333658	18887	Indian	Indian	OW	P
5-20-46 DLB	20	040S	060W	4301333659	18750	Indian	Indian	GW	P
LC TRIBAL 13H-20-46	20	040S	060W	4301333678	17979	Indian	Indian	GW	P
14-7-46 BTR	7	040S	060W	4301333806	16890	Indian	Indian	GW	P
7-8-45 BTR	8	040S	050W	4301333820	16974	Indian	Indian	OW	P

From: Bill Barrett Corporation
To: Rig II, LLC
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1-5-45 BTR	5	040S	050W	4301333868	16931	Indian	Indian	OW	P
5-16-36 BTR	16	030S	060W	4301333970	17195	Indian	Fee	OW	P
5-29-36 BTR	29	030S	060W	4301333972	17557	Indian	Fee	OW	P
4-30-36 BTR	30	030S	060W	4301333973	17249	Indian	Fee	OW	P
7-19-46 DLB	19	040S	060W	4301334004	19018	Indian	Indian	OW	P
5-25-36 BTR	25	030S	060W	4301334021	17126	Fee	Fee	OW	P
5-4-45 BTR	4	040S	050W	4301334089	17507	Indian	Indian	OW	P
13-2-46 BTR	2	040S	060W	4301334090	18618	Indian	Indian	OW	P
2-3-45 BTR	3	040S	050W	4301334099	17932	Indian	Indian	OW	P
7-6-45 BTR	6	040S	050W	4301334100	17653	Indian	Indian	OW	P
1-9-45 BTR	9	040S	050W	4301334101	17910	Indian	Indian	OW	P
8-10-45 BTR	10	040S	050W	4301334102	17530	Indian	Indian	OW	P
7-17-45 BTR	17	040S	050W	4301334104	17933	Indian	Indian	OW	P
16-7-45 BTR	7	040S	050W	4301334111	17665	Indian	Indian	OW	P
15-18-45 BTR	18	040S	050W	4301334112	17832	Indian	Indian	OW	P
6-12-46 BTR	12	040S	060W	4301334114	17964	Indian	Indian	OW	P
5-13-46 BTR	13	040S	060W	4301334115	17833	Indian	Indian	OW	P
16-26-36 BTR	26	030S	060W	4301334132	18028	Indian	Fee	OW	P
1-23-36 BTR	23	030S	060W	4301334136	17722	Indian	Fee	OW	P
15-10-36 BTR	10	030S	060W	4301334277	17419	Indian	Fee	OW	P
14-5-46 BTR	5	040S	060W	4301350307	17624	Fee	Fee	OW	P
14X-22-46 DLB	22	040S	060W	4301350351	17604	Indian	Indian	OW	P
16-13-36 BTR	13	030S	060W	4301350372	17853	Indian	Fee	OW	P
5-33-46 DLB	33	040S	060W	4301350397	17765	Indian	Fee	OW	P
5-34-46 DLB	34	040S	060W	4301350415	17801	Indian	State	GW	P
LC FEE 12H-32-46	32	040S	060W	4301350431	18003	Fee	Fee	OW	P
1-13D-47 BTR	13	040S	070W	4301350445	18205	Indian	Fee	OW	P
16-8D-45 BTR	8	040S	050W	4301350466	18799	Indian	Indian	OW	P
7-13D-46 BTR	13	040S	060W	4301350470	18076	Indian	Indian	OW	P
14-8D-45 BTR	8	040S	050W	4301350567	18207	Indian	Indian	OW	P
14-5D-45 BTR	5	040S	050W	4301350568	18108	Indian	Indian	OW	P
16-31D-36 BTR	31	030S	060W	4301350573	18004	Indian	Fee	OW	P
5-7D-46 BTR	7	040S	060W	4301350574	18176	Indian	Indian	OW	P
LC TRIBAL 13H-33-46	34	040S	060W	4301350575	18223	Indian	State	OW	P
5-8-45 BTR	8	040S	050W	4301350607	18279	Indian	Indian	OW	P
16-6D-45 BTR	6	040S	050W	4301350610	18177	Indian	Indian	OW	P
5-18D-45 BTR	18	040S	050W	4301350611	18300	Indian	Indian	OW	P
7-26-37 BTR	26	030S	070W	4301350641	18131	Indian	Fee	OW	P
3-11D-36 BTR	11	030S	060W	4301350642	18299	Indian	Fee	OW	P
16-1D-46 BTR	1	040S	060W	4301350675	18525	Indian	Indian	OW	P
14-3-45 BTR	3	040S	050W	4301350676	18363	Indian	Indian	OW	P

From: Bill Barrett Corporation
To: Rig II, LLC
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4-17D-45 BTR	17	040S	050W	4301350687	18517	Indian	Indian	OW	P
5-6D-45 BTR	6	040S	050W	4301350688	18726	Indian	Indian	OW	P
7-7D-45 BTR	7	040S	050W	4301350689	18380	Indian	Indian	OW	P
14-10D-45 BTR	10	040S	050W	4301350754	18447	Indian	Indian	OW	P
14-9D-45 BTR	9	040S	050W	4301350755	18379	Indian	Indian	OW	P
13-16D-36 BTR	16	030S	060W	4301350757	18206	Indian	State	OW	P
5-9D-36 BTR	9	030S	060W	4301350843	18381	Indian	Fee	OW	P
16-5D-46 BTR	5	040S	060W	4301350844	18280	Fee	Fee	OW	P
5-27D-37 BTR	27	030S	070W	4301350847	18526	Indian	Fee	OW	P
7-4D-45 BTR	4	040S	050W	4301350884	18562	Indian	Indian	OW	P
2-16D-45 BTR	16	040S	050W	4301350899	18619	Indian	Indian	OW	P
16-10D-45 BTR	10	040S	050W	4301350902	18725	Indian	Indian	OW	P
5-2D-36 BTR	2	030S	060W	4301350913	18886	Indian	Fee	OW	P
13H-27-36 BTR	27	030S	060W	4301350918	18445	Indian	State	OW	P
8-16D-46 BTR	16	040S	060W	4301350953	19027	Indian	Indian	OW	P
16-16D-46 BTR	16	040S	060W	4301350956	19028	Indian	Indian	OW	P
16-9D-45 BTR	9	040S	050W	4301350962	18662	Indian	Indian	OW	P
14-31D-36 BTR	31	030S	060W	4301350973	18524	Indian	Fee	OW	P
5-10D-36 BTR	10	030S	060W	4301350978	18989	Indian	Fee	OW	P
1-32D-36 BTR	32	030S	060W	4301350979	18648	Indian	Fee	OW	P
16-12D-36 BTR	12	030S	060W	4301350980	18748	Indian	Fee	OW	P
2-18D-45 BTR	18	040S	050W	4301350991	18776	Indian	Indian	OW	P
3-1-46 BTR	1	040S	060W	4301351017	18777	Indian	Fee	OW	P
10-5-45 BTR	5	040S	050W	4301351062	18724	Indian	Indian	OW	P
12-4D-45 BTR	4	040S	050W	4301351063	18813	Indian	Indian	OW	P
1-10D-45 BTR	10	040S	050W	4301351064	18966	Indian	Indian	OW	P
16-2D-46 BTR	2	040S	060W	4301351079	18830	Indian	Indian	OW	P
9H-4-45 BTR	4	040S	050W	4301351092	18814	Indian	Indian	OW	P
12-17-45 BTR	17	040S	050W	4301351097	18984	Indian	Indian	OW	P
5-9D-46 BTR	9	040S	060W	4301351109	19313	Indian	Fee	OW	P
14-9D-36 BTR	9	030S	060W	4301351144	19004	Indian	Fee	OW	P
5-31D-36 BTR	31	030S	060W	4301351146	18691	Indian	Fee	OW	P
4-9D-45 BTR	9	040S	050W	4301351157	18883	Indian	Indian	OW	P
8-12D-46 BTR	12	040S	060W	4301351159	18911	Indian	Indian	OW	P
LC TRIBAL 16-23D-47	23	040S	070W	4301351180	18617	Indian	Indian	OW	P
14-7D-45 BTR	7	040S	050W	4301351222	18949	Indian	Indian	OW	P
5-16D-45 BTR	16	040S	050W	4301351223	18987	Indian	Indian	OW	P
4-5D-45 BTR	5	040S	050W	4301351242	18882	Indian	Indian	OW	P
LC TRIBAL 16H-19-45	19	040S	050W	4301351278	18627	Indian	Indian	OW	P
LC TRIBAL 13-19D-45	19	040S	050W	4301351280	18628	Indian	Indian	OW	P
LC TRIBAL 5-30D-45	30	040S	050W	4301351281	19448	Indian	Indian	OW	P

From: Bill Barrett Corporation
To: Rig II, LLC
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LC TRIBAL 15-24D-46	24	040S	060W	4301351283	18626	Indian	Indian	OW	P
LC TRIBAL 13H-24-46	19	040S	050W	4301351289	18629	Indian	Indian	OW	P
7-16-47 BTR	16	040S	070W	4301351296	18950	Indian	Fee	OW	P
14-18D-45 BTR	18	040S	050W	4301351313	19005	Indian	Indian	OW	P
LC TRIBAL 16-30D-46	30	040S	060W	4301351320	19006	Indian	Indian	OW	P
LC TRIBAL 5-20D-45	20	040S	050W	4301351331	19449	Indian	Indian	OW	P
11-8D-46 BTR	8	040S	060W	4301351336	19314	Indian	Indian	OW	P
5-7D-45 BTR	7	040S	050W	4301351350	18951	Indian	Indian	OW	P
7-5-35 BTR	5	030S	050W	4301351599	19078	Indian	Fee	OW	P
13-5D-35 BTR	5	030S	050W	4301351600	18996	Indian	Fee	OW	P
11-5D-35 BTR	5	030S	050W	4301351601	19061	Fee	Fee	OW	P
15-5D-35 BTR	5	030S	050W	4301351602	19062	Fee	Fee	OW	P
9-5D-35 BTR	5	030S	050W	4301351609	19029	Indian	Fee	OW	P
3-5D-35 BTR	5	030S	050W	4301351638	19079	Indian	Fee	OW	P
7-8-46 BTR	8	040S	060W	4301351702	19315	Indian	Indian	OW	P
7-30-46 DLB	30	040S	060W	4301351703	18997	Fee	Indian	OW	P
3-13D-46 BTR	13	040S	060W	4301351718	18881	Indian	Indian	OW	P
2-13D-46 BTR	13	040S	060W	4301351719	18885	Indian	Indian	OW	P
12-12D-46 BTR	12	040S	060W	4301351720	18867	Indian	Indian	OW	P
10-12D-46 BTR	12	040S	060W	4301351721	18856	Indian	Indian	OW	P
11-11D-47 BTR	11	040S	070W	4301352091	19633	Fee	Fee	OW	P
7-12D-47 BTR	12	040S	070W	4301352094	19600	Indian	Fee	OW	P
5-12D-47 BTR	12	040S	070W	4301352095	19634	Indian	Fee	OW	P
14-33D-35 BTR	33	030S	050W	4301352162	19450	Indian	Fee	OW	P
16-33D-35 BTR	33	030S	050W	4301352163	19451	Indian	Fee	OW	P
14-22-46 DLB	22	040S	060W	4301333660	17604	Indian	Indian	D	PA
13H-31-36 BTR	31	030S	060W	4301350465	18485	Indian	Fee	OW	PA
16X-23D-36 BTR	23	030S	060W	4301350623	18007	Indian	State	OW	PA
8-6-45 BTR	6	040S	050W	4301350900	18561	Indian	Indian	OW	PA
13-13-36 BTR	13	030S	060W	4301350919	18364	Indian	Fee	OW	PA
7-28-46 DLB	28	040S	060W	4301333569	16460	Indian	Indian	OW	S
5-21-36 BTR	21	030S	060W	4301333641	16674	Indian	Fee	GW	S
13-26-36 BTR	26	030S	060W	4301333980	17569	Indian	Fee	OW	S
14-1-46 BTR	1	040S	060W	4301334113	18516	Indian	Indian	OW	S
16-21-36 BTR	21	030S	060W	4301334130	17721	Indian	Fee	OW	S
14-21-36 BTR	21	030S	060W	4301334131	18006	Indian	Fee	OW	S
7-16-36 BTR	16	030S	060W	4301334133	17834	Indian	Fee	OW	S
1-30-36 BTR	30	030S	060W	4301334134	17905	Indian	Fee	OW	S
16-30-36 BTR	30	030S	060W	4301334135	18005	Indian	Fee	OW	S
3-23-36 BTR	23	030S	060W	4301334137	17860	Indian	Fee	OW	S
16-16-36 BTR	16	030S	060W	4301334138	17666	Indian	Fee	OW	S

From: Bill Barrett Corporation
To: Rig II, LLC
Effective 11/1/2016

4-26-36 BTR	26	030S	060W	4301334139	17620	Fee	Fee	OW	S
9-11-36 BTR	11	030S	060W	4301334276	17451	Indian	Fee	OW	S
3-36-36 BTR	36	030S	060W	4301350398	17955	Indian	Fee	OW	S
7-10-36 BTR	10	030S	060W	4301350437	18052	Indian	Fee	OW	S
16-12D-46 BTR	12	040S	060W	4301350467	18051	Indian	Indian	OW	S
13H-13-46 BTR	13	040S	060W	4301350468	18208	Indian	Indian	OW	S
13-12-46 BTR	12	040S	060W	4301350469	18233	Indian	Indian	OW	S
14-8D-36 BTR	8	030S	060W	4301350612	18163	Indian	Fee	OW	S
14-7D-36 BTR	7	030S	060W	4301350613	18330	Indian	Fee	OW	S
16-9-36 BTR	9	030S	060W	4301350645	18078	Indian	Fee	OW	S
7-27-37 BTR	27	030S	070W	4301350647	18090	Indian	Fee	OW	S
16-12D-37 BTR	12	030S	070W	4301350785	18446	Indian	Fee	OW	S
14-21D-37 BTR	21	030S	070W	4301350859	18548	Indian	Fee	OW	S
10-18D-36 BTR	18	030S	060W	4301350915	18884	Indian	Fee	OW	S
5-27D-36	27	030S	060W	4301350917	18482	Indian	State	OW	S
10-36D-36 BTR	36	030S	060W	4301351005	18523	Indian	Fee	OW	S
14-6D-45 BTR	6	040S	050W	4301351158	18967	Indian	Indian	OW	S
5H-1-46 BTR UTELAND BUTTE	6	040S	050W	4301351215	18728	Indian	Indian	OW	S
5H-1-46 BTR WASATCH	6	040S	050W	4301351216	18727	Indian	Indian	OW	S
1-25D-36 BTR	25	030S	060W	4301351294	18798	Indian	Fee	OW	S
5-5D-35 BTR	5	030S	050W	4301351605	19055	Indian	Fee	OW	S
16-23-36 BTR	23	030S	060W	4301333971	17182	Indian	Fee	OW	TA
LC TRIBAL 14-23D-47	23	040S	070W	4301334022	18616	Indian	Indian	OW	TA
5-32D-36 BTR	32	030S	060W	4301350756	18328	Indian	Fee	OW	TA

Bill Barrett Corporation

October 20, 2016

RECEIVED
OCT 21 2016
DIV. OF OIL, GAS & MINING

Re: Bill Barrett Corporation Transfer to New Operator

Dear Ms. Medina:

Attached please find the change of operation Form 9, Form 5's and Request to Transfer APD formchanging the operator from Bill Barrett Corporation to RIG II, LLC, effective 11/1/2016. Badlands Energy – Utah, LLC will be a sub-operator.

New Operator Contact information:
RIG II, LLC
1582 West 2600 South
Woods Cross, Utah 84087-0298
Telephone:(801) 683-4245
Fax:(801) 298-9889

Upon reviewing the attached, please contact myself with any questions at 303-312-8115.

Sincerely,

Bill Barrett Corporation

Brady Riley

Brady Riley
Permit Analyst

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

5. LEASE DESIGNATION AND SERIAL NUMBER: (see attached well list)	
6. IF INDIAN, ALLOTTEE OR TRIBE NAME: N/A	
7. UNIT or CA AGREEMENT NAME:	
1. TYPE OF WELL: OIL WELL ☑ GAS WELL ☐ OTHER	8. WELL NAME and NUMBER: (see attached well list)
2. NAME OF OPERATOR: RIG II, LLC N4055	9. API NUMBER:
3. ADDRESS OF OPERATOR: 1582 West 2600 South CITY Wood Cross STATE UT ZIP 84087 / PHONE NUMBER: (801) 683-4245	10. FIELD AND POOL, OR WILDCAT:
4. LOCATION OF WELL — FOOTAGES AT SURFACE: (see attached well list)	COUNTY:
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:	STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
☑ NOTICE OF INTENT (Submit In Duplicate)	☐ ACIDIZE	☐ DEEPEN	☐ REPERFORATE CURRENT FORMATION
Approximate date work will start: 11/1/2016	☐ ALTER CASING	☐ FRACTURE TREAT	☐ SIDETRACK TO REPAIR WELL
	☐ CASING REPAIR	☐ NEW CONSTRUCTION	☐ TEMPORARILY ABANDON
	☐ CHANGE TO PREVIOUS PLANS	☑ OPERATOR CHANGE	☐ TUBING REPAIR
	☐ CHANGE TUBING	☐ PLUG AND ABANDON	☐ VENT OR FLARE
☐ SUBSEQUENT REPORT (Submit Original Form Only)	☐ CHANGE WELL NAME	☐ PLUG BACK	☐ WATER DISPOSAL
Date of work completion:	☐ CHANGE WELL STATUS	☐ PRODUCTION (START/RESUME)	☐ WATER SHUT-OFF
	☐ COMMINGLE PRODUCING FORMATIONS	☐ RECLAMATION OF WELL SITE	☐ OTHER:
	☐ CONVERT WELL TYPE	☐ RECOMPLETE - DIFFERENT FORMATION	

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

RIG II, LLC IS SUBMITTING THIS SUNDRY AS NOTIFICATION THAT THE WELLS LISTED ON THE ATTACHED LIST HAVE BEEN SOLD TO Rig II, LLC BY BILL BILL BARRETT CORPORATION EFFECTIVE 11/1/2016. PLEASE REFER ALL FUTURE CORRESPONDENCE TO THE ADDRESS BELOW.

RIG II, LLC
1582 West 2600 South
Woods Cross, Utah 84087-0298
801-683-4245
(STATE/FEE BOND # 9219529/ BLM BOND # UTB000712/ BIA BOND # LPM9224670)

BILL BARRETT CORPORATION N2165

Duane Zavadil NAME (PLEASE PRINT)

SIGNATURE

Senior Vice President - EH&S, Government and Regulatory Affairs

RIG II, LLC

Jesse McSwain NAME (PLEASE PRINT)

SIGNATURE

Manager

NAME (PLEASE PRINT) Jesse McSwain TITLE Manager

SIGNATURE DATE 10/20/16

(This space for State use only)

APPROVED

NOV 07 2016

DIV. OIL GAS & MINING

BY: Rachel Medina

(5/2000) (See Instructions on Reverse Side)

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

Request to Transfer Application or Permit to Drill

(This form should accompany a Sundry Notice, Form 9, requesting APD transfer)

Well name:	(See attached list)
API number:	
Location:	Qtr-Qtr: Section: Township: Range:
Company that filed original application:	Bill Barrett Corporation
Date original permit was issued:	
Company that permit was issued to:	Bill Barrett Corporation

Check one	Desired Action:
	Transfer pending (unapproved) Application for Permit to Drill to new operator
	The undersigned as owner with legal rights to drill on the property, hereby verifies that the information as submitted in the pending Application for Permit to Drill, remains valid and does not require revision. The new owner of the application accepts and agrees to the information and procedures as stated in the application.
✓	**Transfer approved Application for Permit to Drill to new operator**
	The undersigned as owner with legal rights to drill on the property as permitted, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision.

Following is a checklist of some items related to the application, which should be verified.	**Yes**	**No**
If located on private land, has the ownership changed?	✓	
If so, has the surface agreement been updated?		✓
Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location?		✓
Have there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well?		✓
Have there been any changes to the access route including ownership or right-of-way, which could affect the proposed location?		✓
Has the approved source of water for drilling changed?		✓
Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation?		✓
Is bonding still in place, which covers this proposed well? Bond No. 9219529-UDOGM / UTB000712-BLM / LPM9224670-BIA	✓	

Any desired or necessary changes to either a pending or approved Application for Permit to Drill that is being transferred, should be filed on a Sundry Notice, Form 9, or amended Application for Permit to Drill, Form 3, as appropriate, with necessary supporting information as required.

Name (please print) Jesse McSwain Title Manager

Signature Jesse McSwain Date 10/20/16

Representing (company name) RIG II, LLC

The person signing this form must have legal authority to represent the company or individual(s) to be listed as the new operator on the Application for Permit to Drill.

(3/2004)

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

UIC FORM 5

TRANSFER OF AUTHORITY TO INJECT

Well Name and Number	API Number
6-32-36 BTR SWD	4301350921
Location of Well	Field or Unit Name
Footage : 1628 FNL 1553 FWL County : DUCHENSE	CEDAR RIM
QQ, Section, Township, Range: SENW 32 3S 6W State : UTAH	Lease Designation and Number 2OG0005608

EFFECTIVE DATE OF TRANSFER: 11/1/2016

CURRENT OPERATOR

Company: BILL BARRETT CORPORATION
Address: 1099 18th Street Ste 2300
city DENVER state CO zip 80202
Phone: (303) 293-9100
Comments:

Name: Duane Zavadil
Signature:
Title: Senior Vice President - EH&S, Government and Regulatory Affairs
Date: 10/20/16

NEW OPERATOR

Company: RIG II, LLC
Address: 1582 West 2600 South
city Wood Cross state UT zip 84087
Phone: (801) 683-4245
Comments:

Name: Jesse McSwain
Signature:
Title: Manager
Date: 10/20/16

(This space for State use only)

Transfer approved by:
Title: UIC Geologist

Approval Date: 11/3/16

Comments:

(5/2000)

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

UIC FORM 5

TRANSFER OF AUTHORITY TO INJECT

Well Name and Number	API Number
16-6D-46 BTR SWD	4301350781
Location of Well	Field or Unit Name
Footage : 0200 FSL 0099 FEL County : DUCHESNE	ALTAMONT
QQ, Section, Township, Range: SESE 6 4S 6W State : UTAH	Lease Designation and Number 2OG0005608

EFFECTIVE DATE OF TRANSFER: 11/1/2016

CURRENT OPERATOR

Company: BILL BARRETT CORPORATION
Address: 1099 18th Street Ste 2300
city DENVER state CO zip 80202
Phone: (303) 293-9100
Comments:

Name: Duane Zavadil
Signature: [signature]
Title: Senior Vice President - EH&S, Government and Regulatory Affairs
Date: 10/20/16

NEW OPERATOR

Company: RIG II, LLC
Address: 1582 West 2600 South
city Wood Cross state UT zip 84087
Phone: (801) 683-4245
Comments:

Name: Jesse McSwain
Signature: [signature]
Title: Manager
Date: 10/20/16

(This space for State use only)

Transfer approved by: [signature]
Title: UIC

Approval Date: 11/3/16

Comments:

(5/2000)

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

UIC FORM 5

TRANSFER OF AUTHORITY TO INJECT

Well Name and Number	API Number
SWD 9-36 BTR	4301350646
Location of Well	Field or Unit Name
Footage : 0539 FSL 0704 FEL County : DUCHESNE	CEDAR RIM
QQ, Section, Township, Range: SESE 9 3S 6W State : UTAH	Lease Designation and Number 2OG0005608

EFFECTIVE DATE OF TRANSFER: 11/1/2016

CURRENT OPERATOR

Company: BILL BARRETT CORPORATION
Address: 1099 18th Street Ste 2300
city DENVER state CO zip 80202
Phone: (303) 293-9100
Comments:

Name: Duane Zavadil
Signature: [signature]
Title: Senior Vice President - EH&S, Government and Regulatory Affairs
Date: 10/20/16

NEW OPERATOR

Company: RIG II, LLC
Address: 1582 West 2600 South
city Wood Cross state UT zip 84087
Phone: (801) 683-4245
Comments:

Name: Jesse McSwain
Signature: [signature]
Title: Manager
Date: 10/20/16

(This space for State use only)

Transfer approved by: _____ Approval Date: _____

Title: _____

Comments: This well was approved by USEPA. EPA approval will be required.

(5/2000)